

MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

13
JUNE

WE'VE *DONE* IT!
WE'VE CREATED
THE GREATEST
VILLAIN OF ALL
FOR OL' SPIDEY!

"MYSTERIO!"

WHO,
OR
WHAT
IS
HE?



WHAT'S
THIS??
SPIDER-MAN
TURNING
TO *CRIME*??
YOU'RE IN
FOR A REAL
SHOCK!



EVER SEE A
COMIC MAG
SUPER-HERO
TAKE HIS
TROUBLES
TO A
PSYCHIATRIST?
YOU WILL
NOW!





"THE MENACE OF... MYSTERIO!"

CAN WE BELIEVE OUR EYES?
HAS THE AMAZING SPIDER-MAN
TURNED TO CRIME?

THE EDITORS SINCERELY FEEL THAT
THIS MAY WELL BE ONE OF THE MOST
GRIPPING TALES OF THE YEAR!

PRESENTED WITH PRIDE BY
ONE OF THE MOST FAMOUS
TEAMS IN COMICS:

STAN LEE, *AUTHOR*
STEVE DITKO, *ARTIST*
LETTERED BY: ART SIMEK



BEFORE VERY LONG, YOU ARE ABOUT
TO MEET A STARTLINGLY DIFFERENT
BREED OF ARCH-VILLAIN! EXPECT
THE UNEXPECTED WHEN YOU SEE...

"MYSTERIO!"

OUR TALE BEGINS WITH THE SHOCKING SUDDENNESS OF A SUMMER STORM, AS WE SEE...

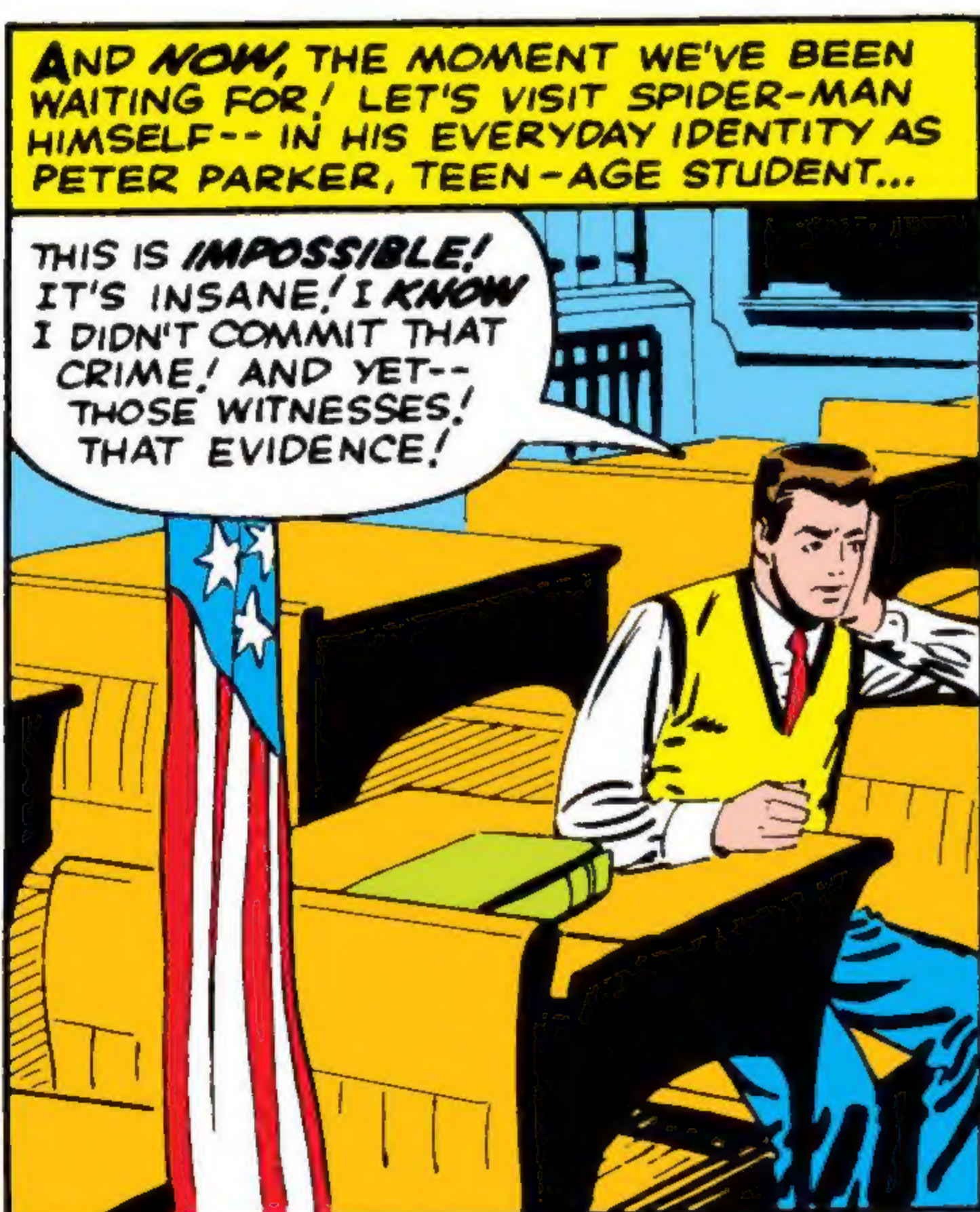
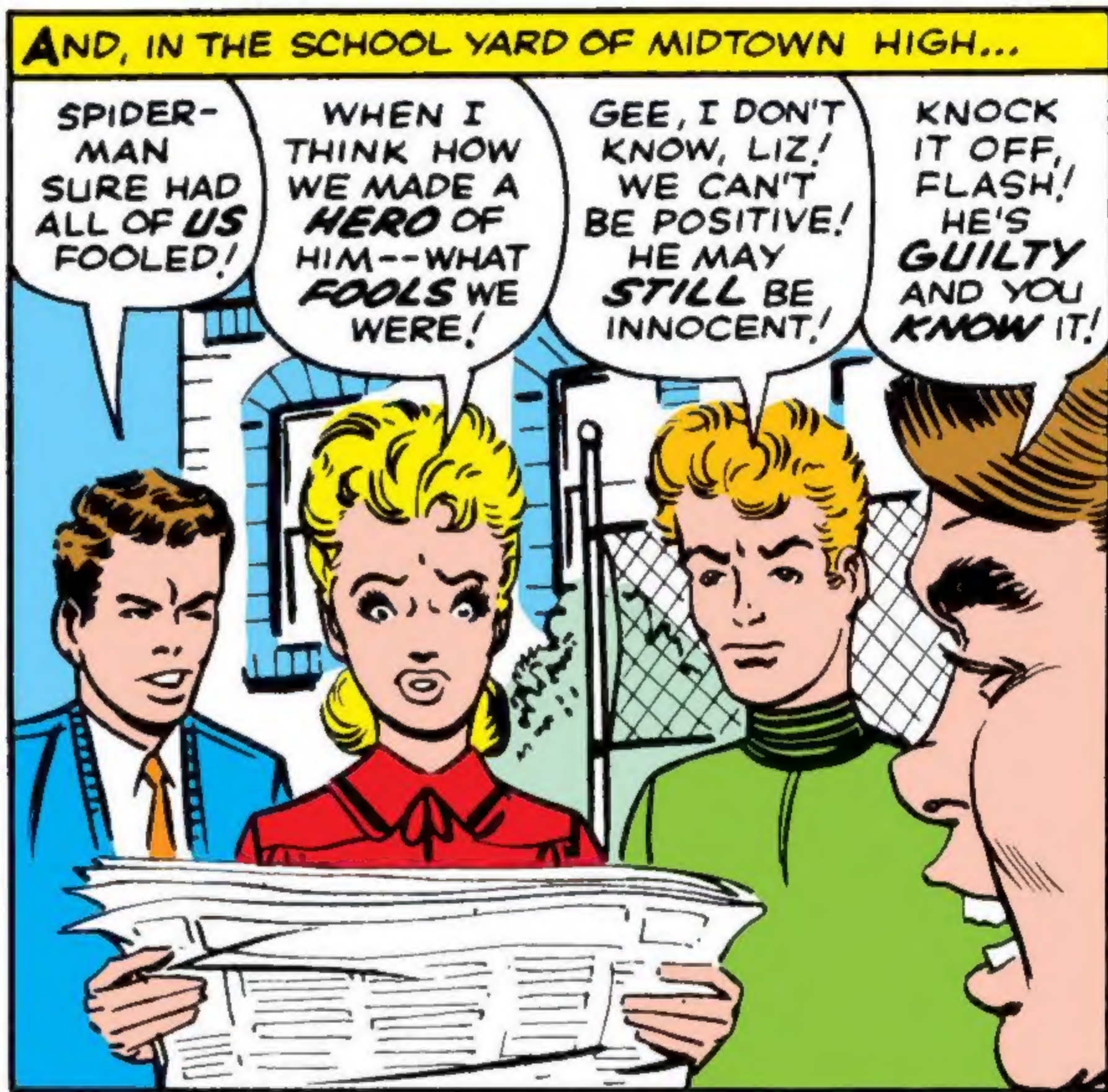
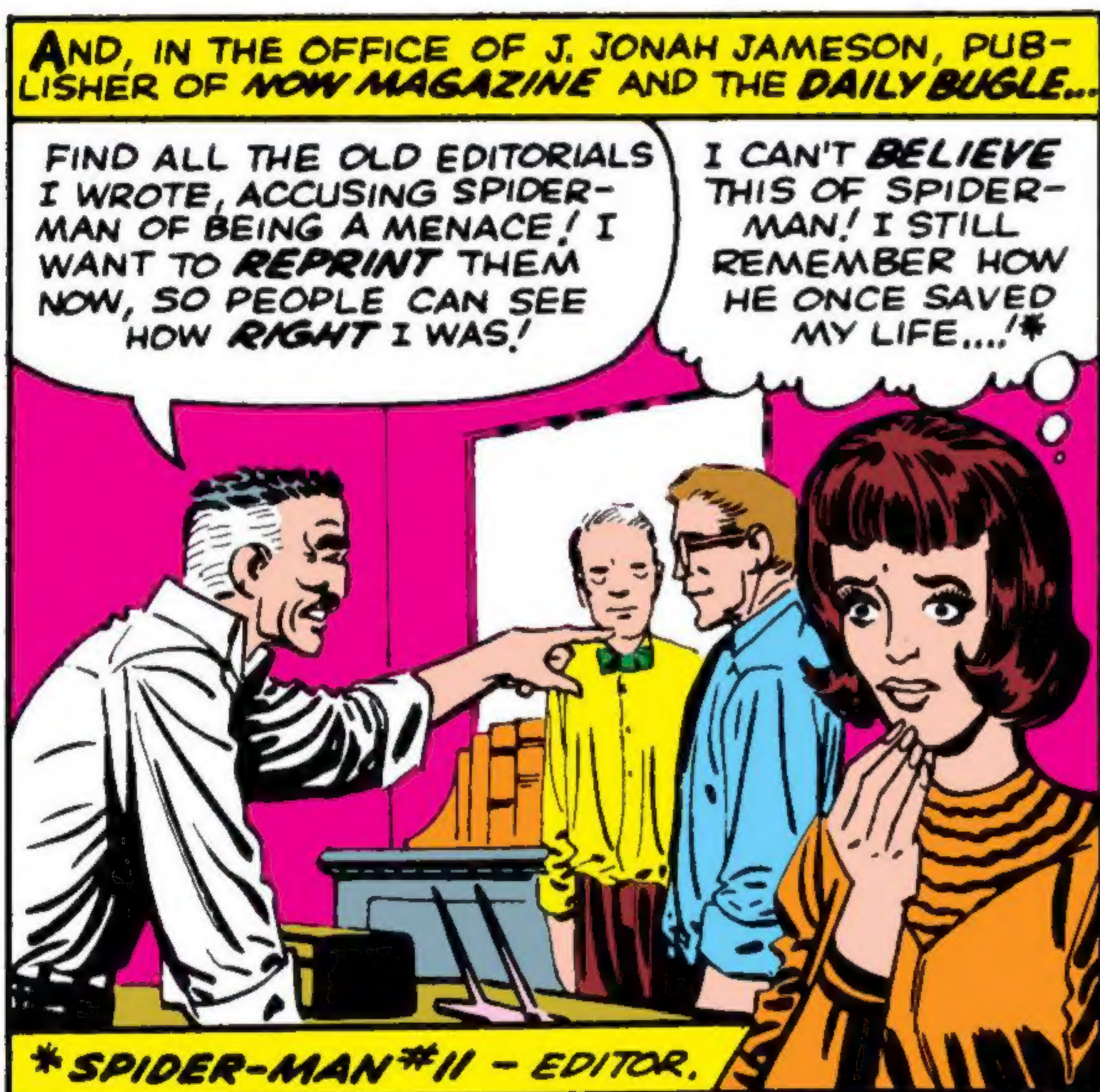
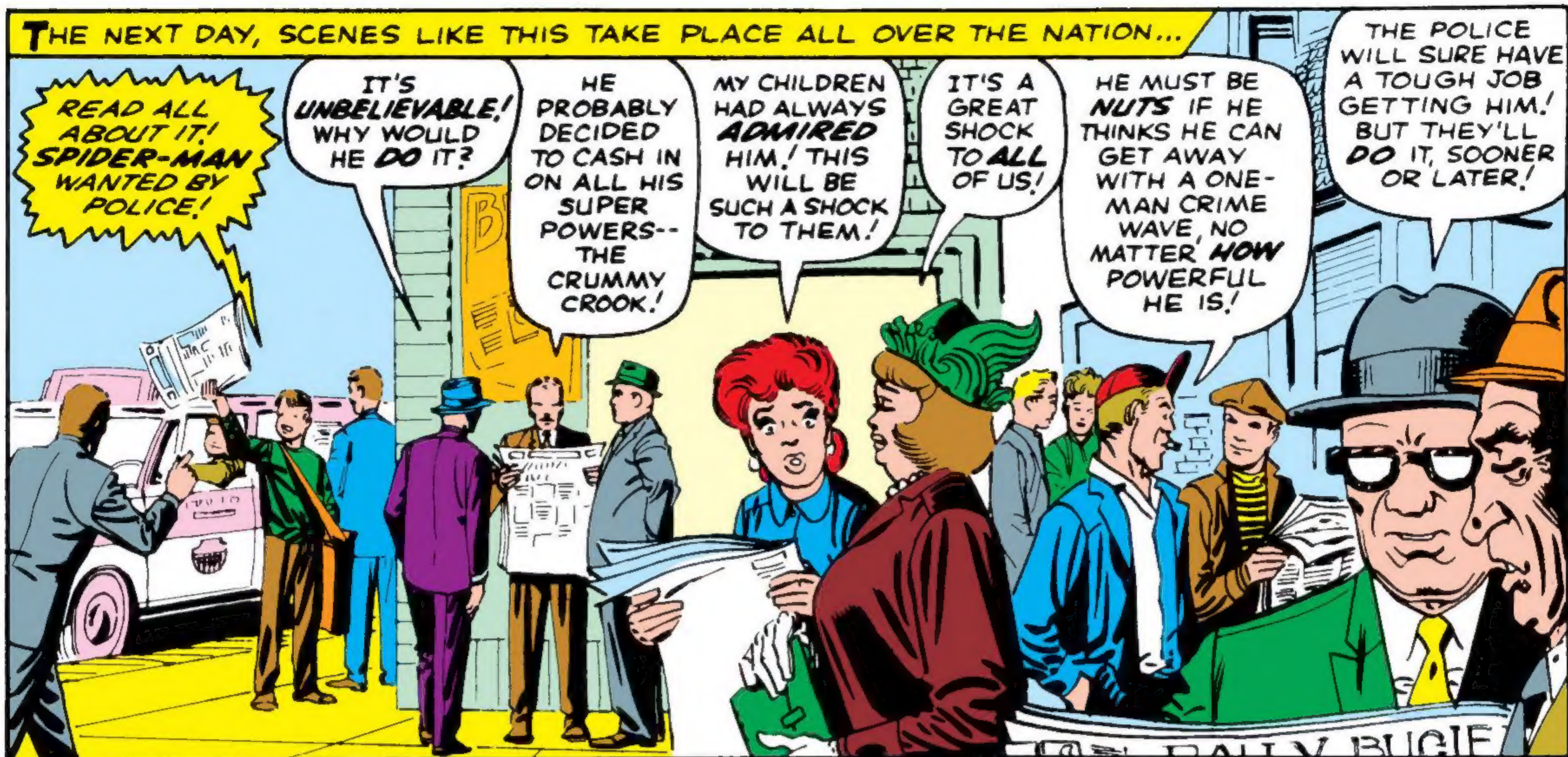


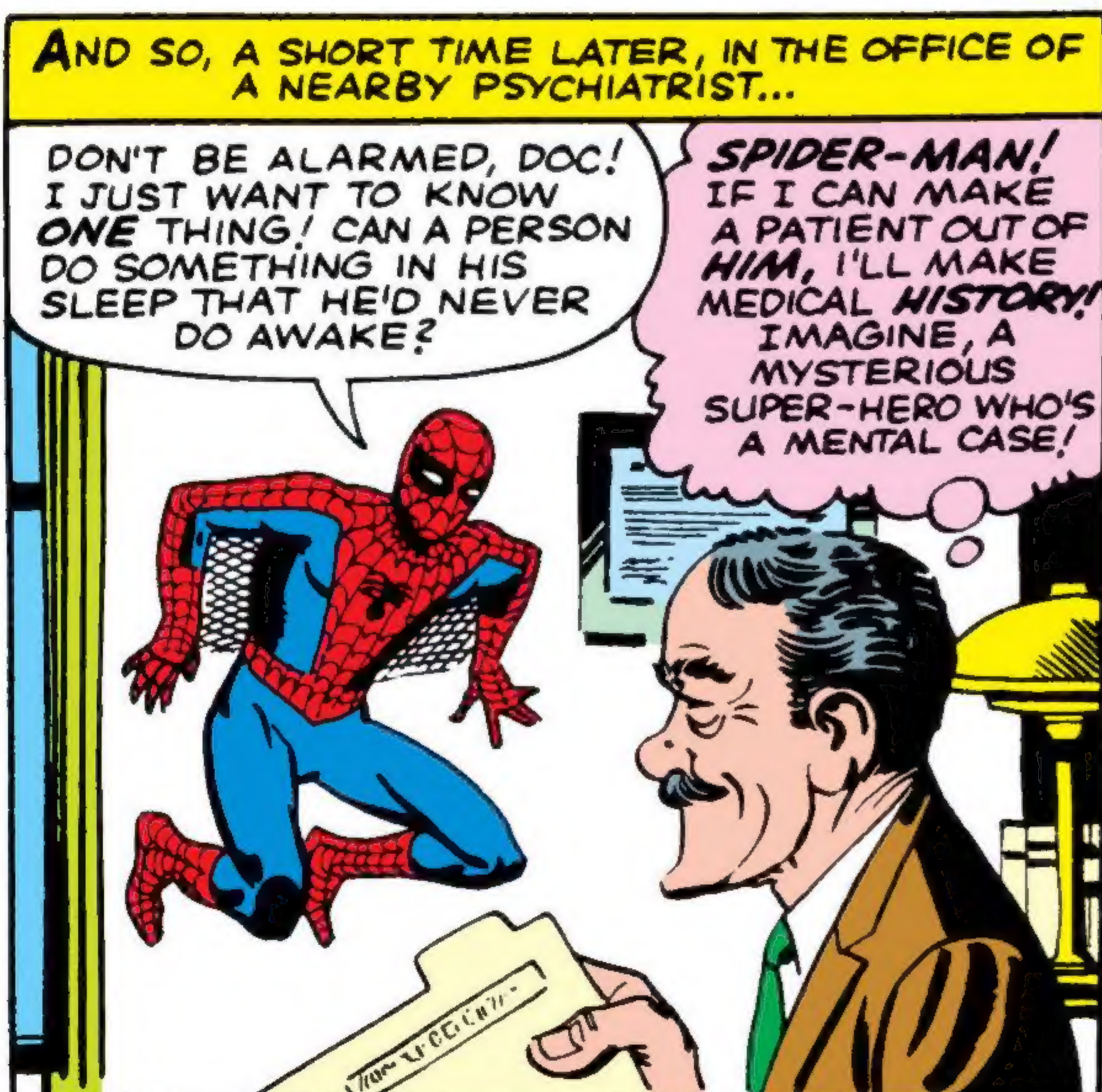
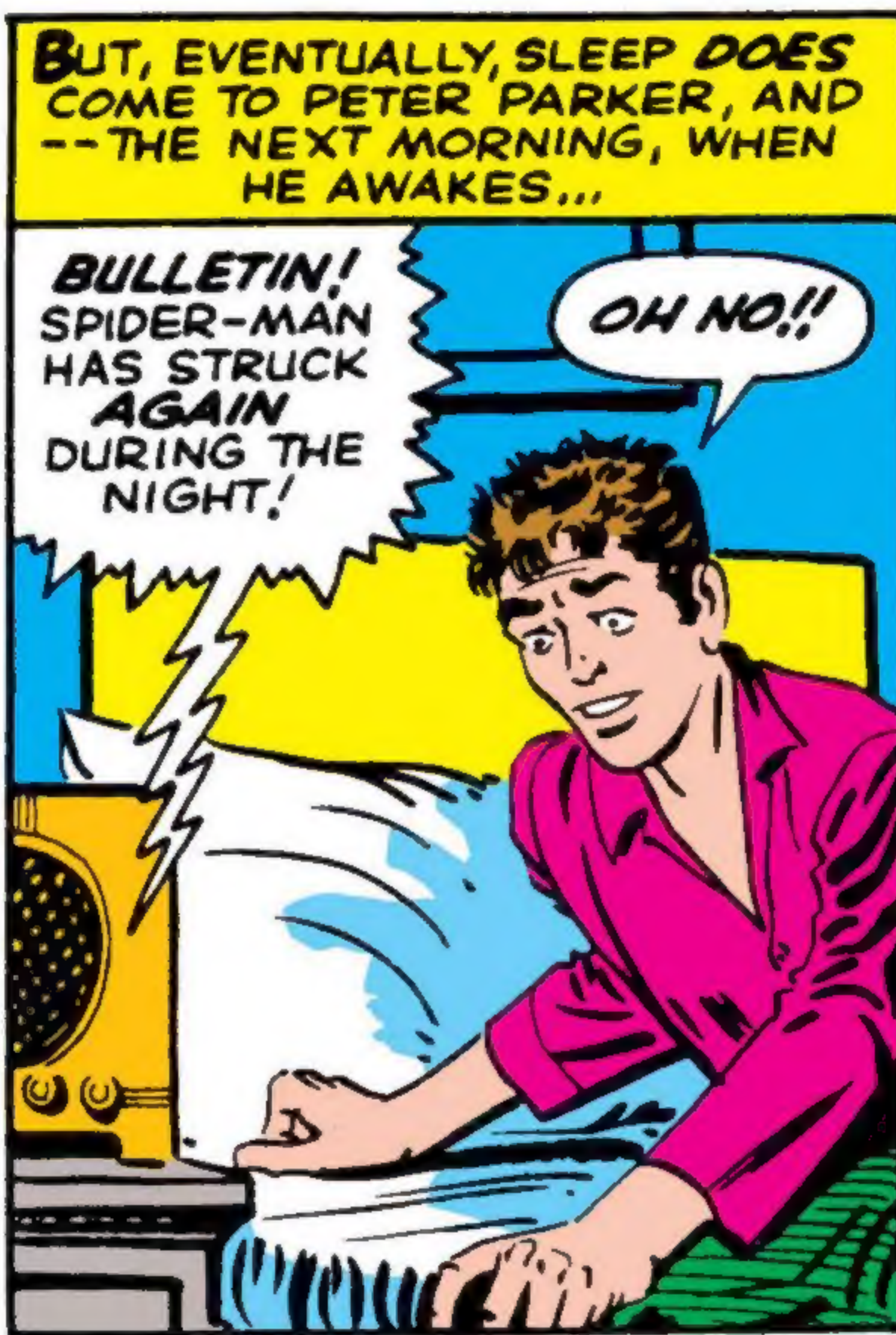
SECONDS LATER, HIDDEN BY A SLOW, ROLLING FOG WHICH SPREADS OVER THE CITY, BLOTTING OUT THE MOONLIGHT, THE COLORFUL FIGURE DRIFTS SILENTLY TO THE GROUND, USING A HASTILY-IMPROVISED PARACHUTE MADE OF THIN, STRONG WEBBING!

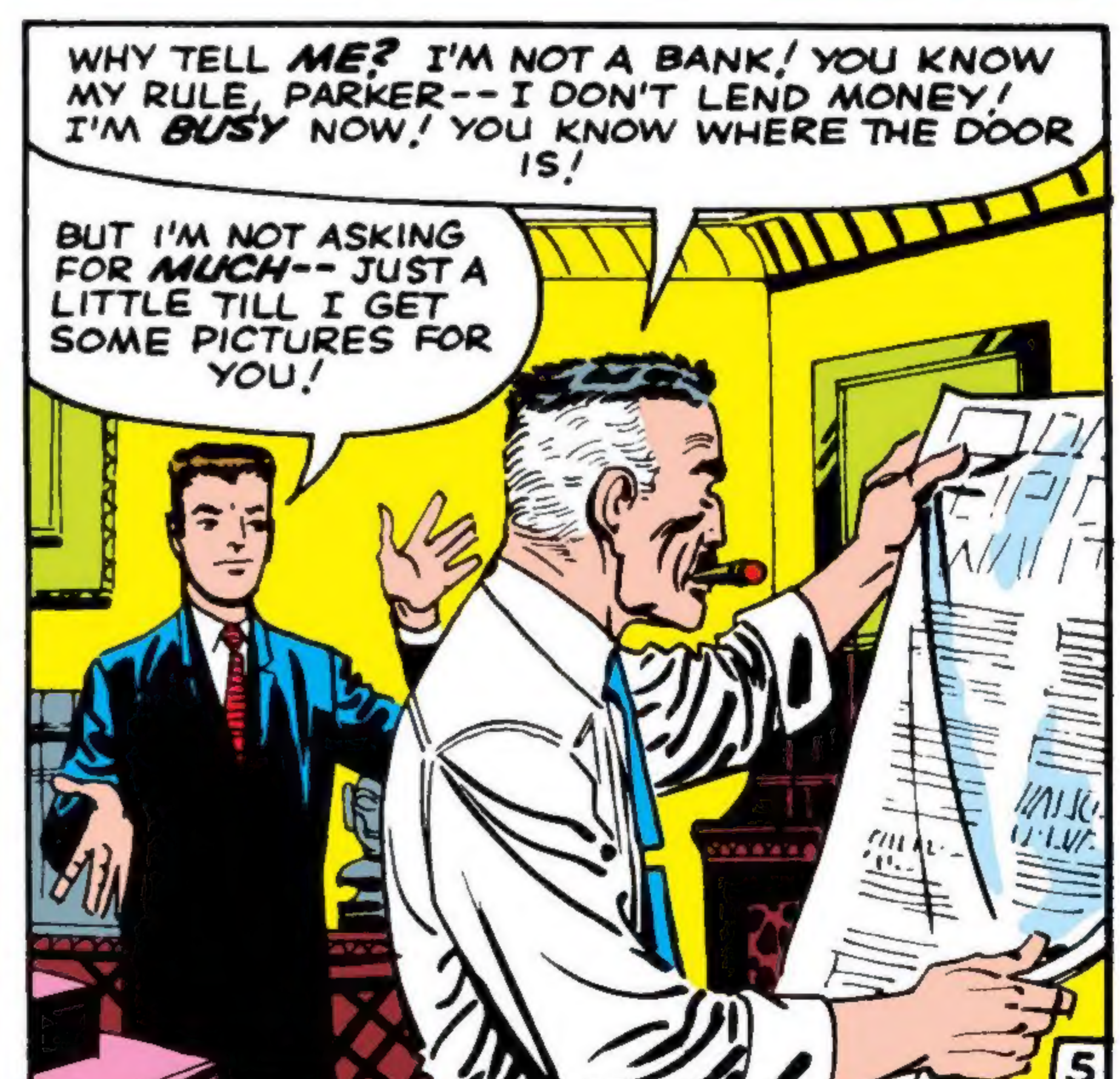
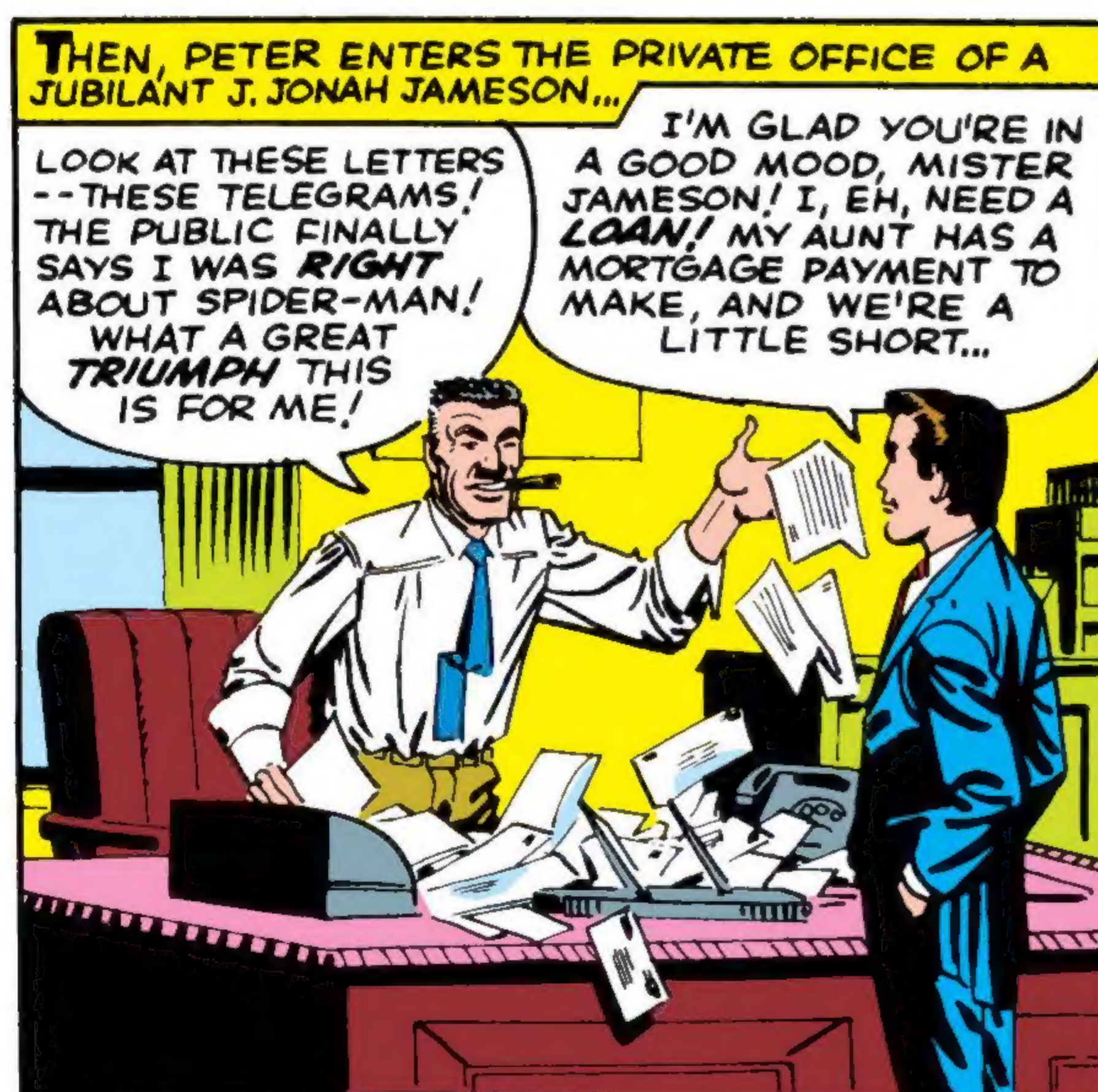


THEN, AFTER THE WATCHMEN HAVE FREED THEMSELVES...



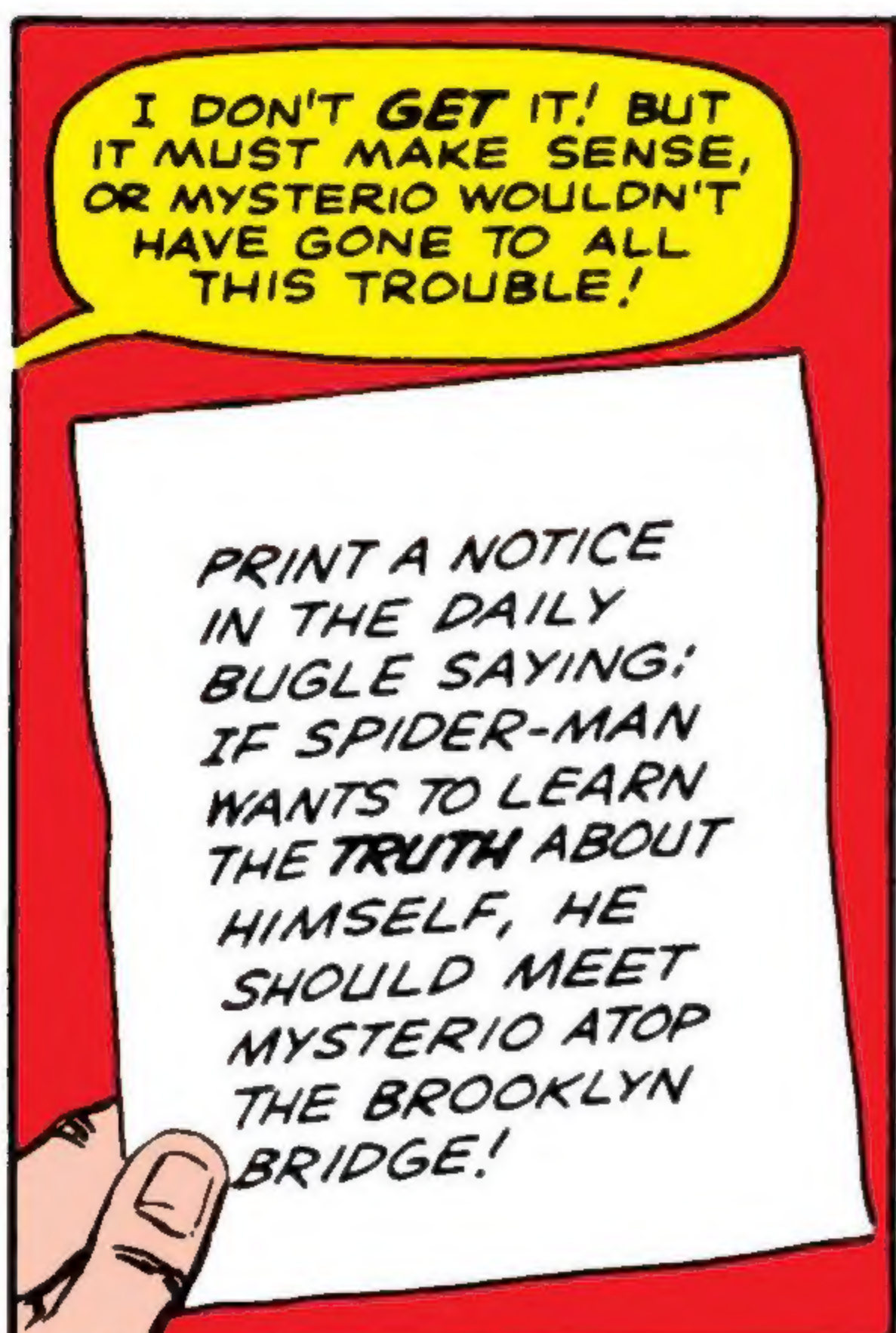






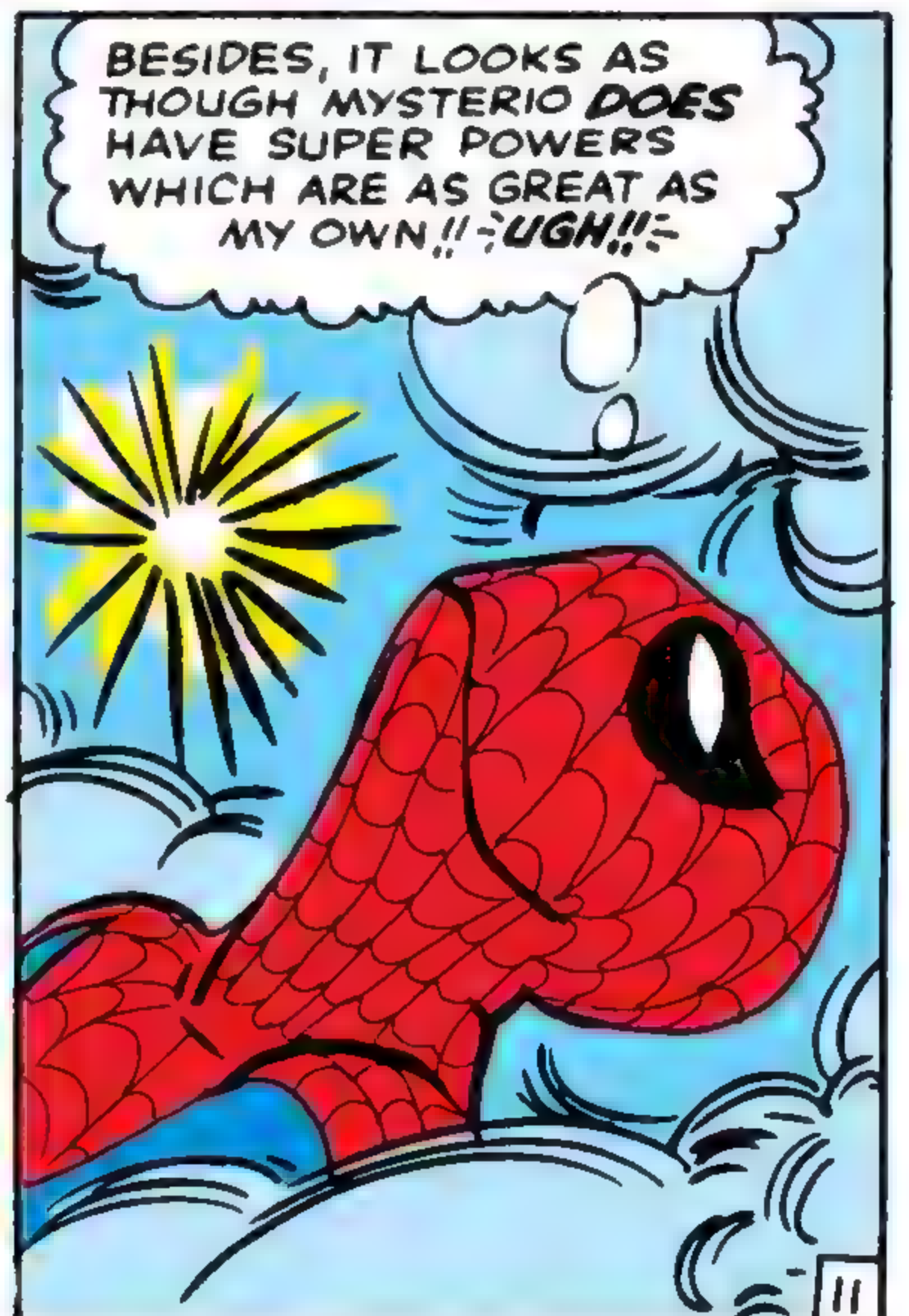
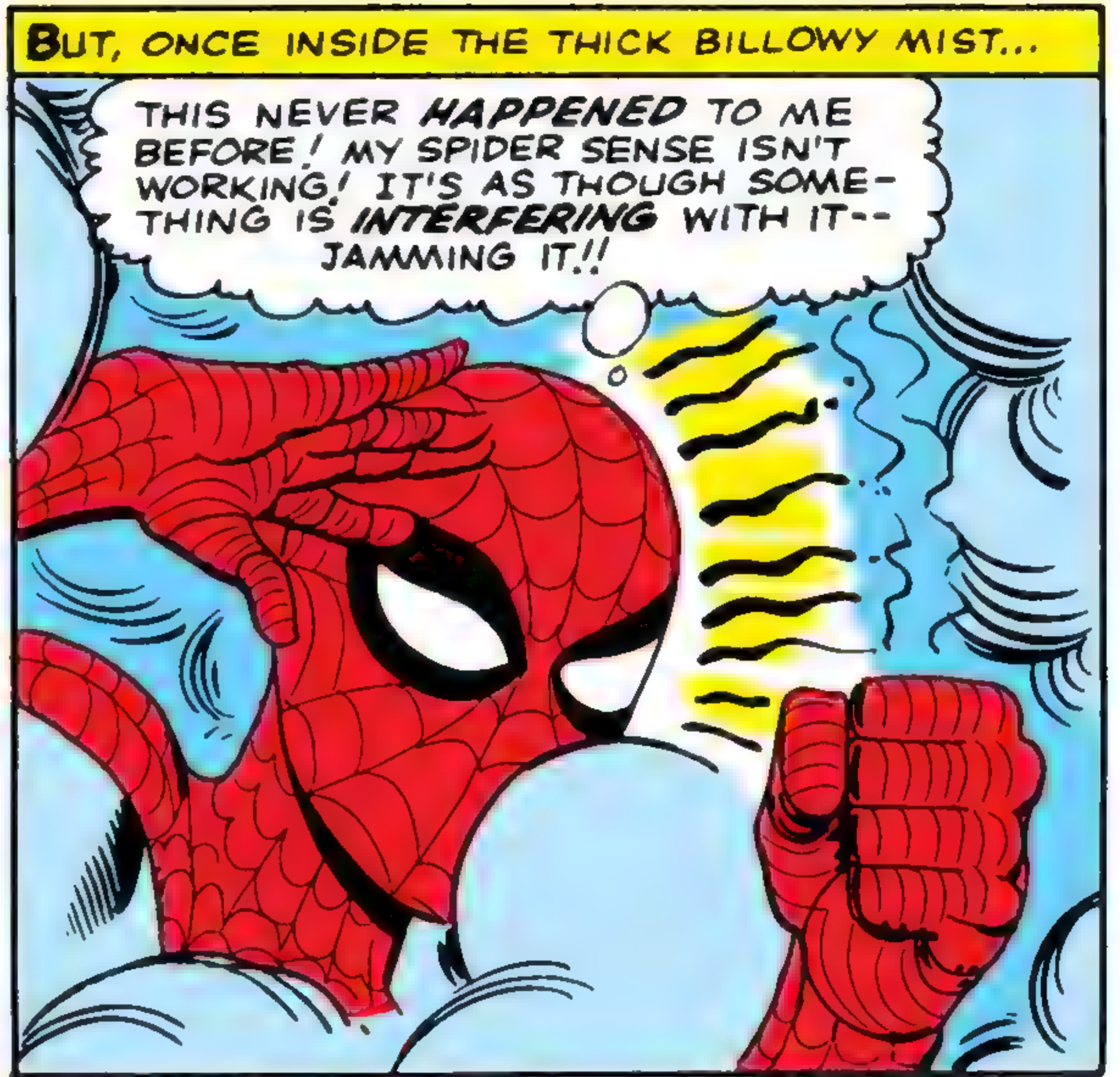


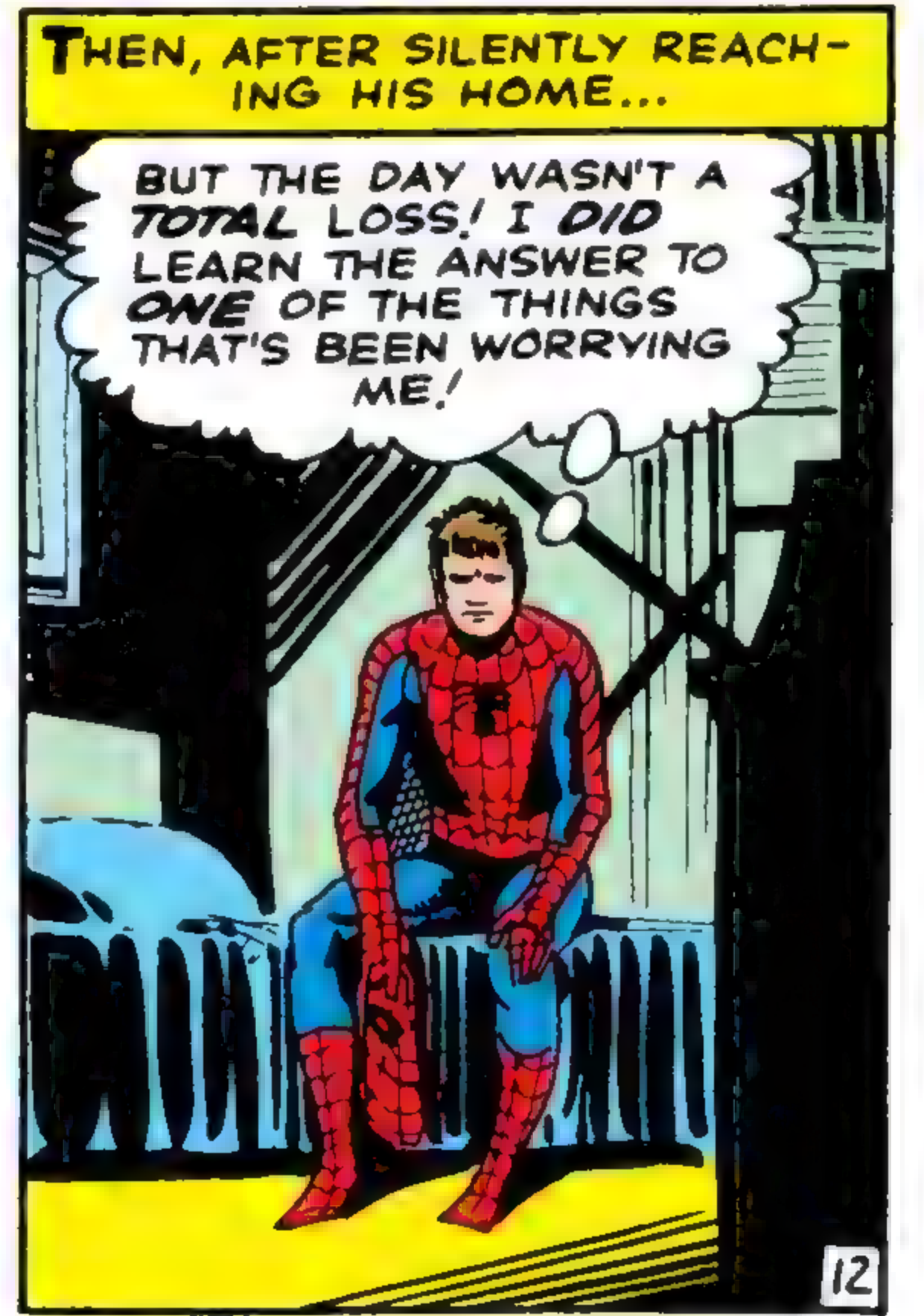
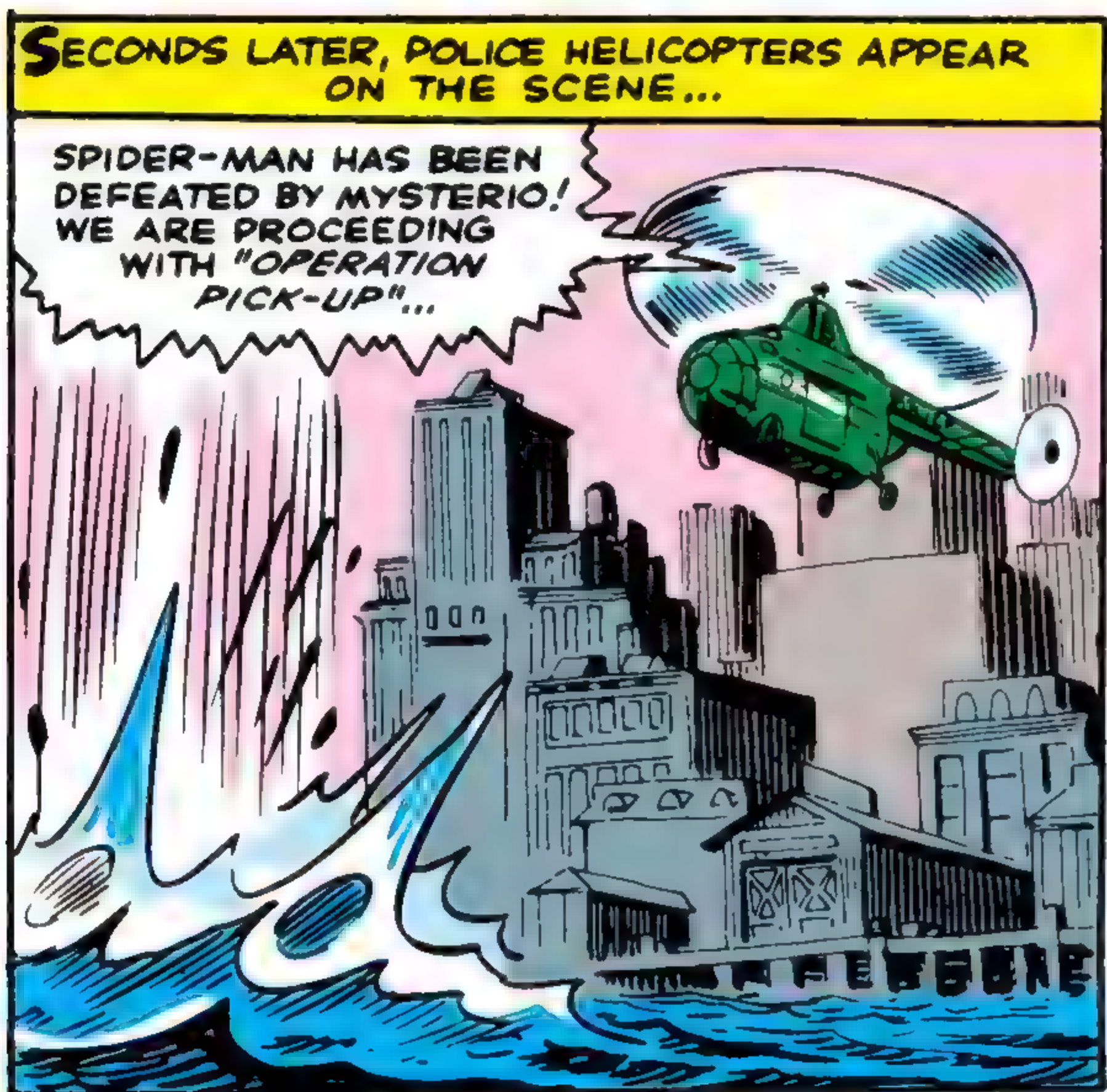
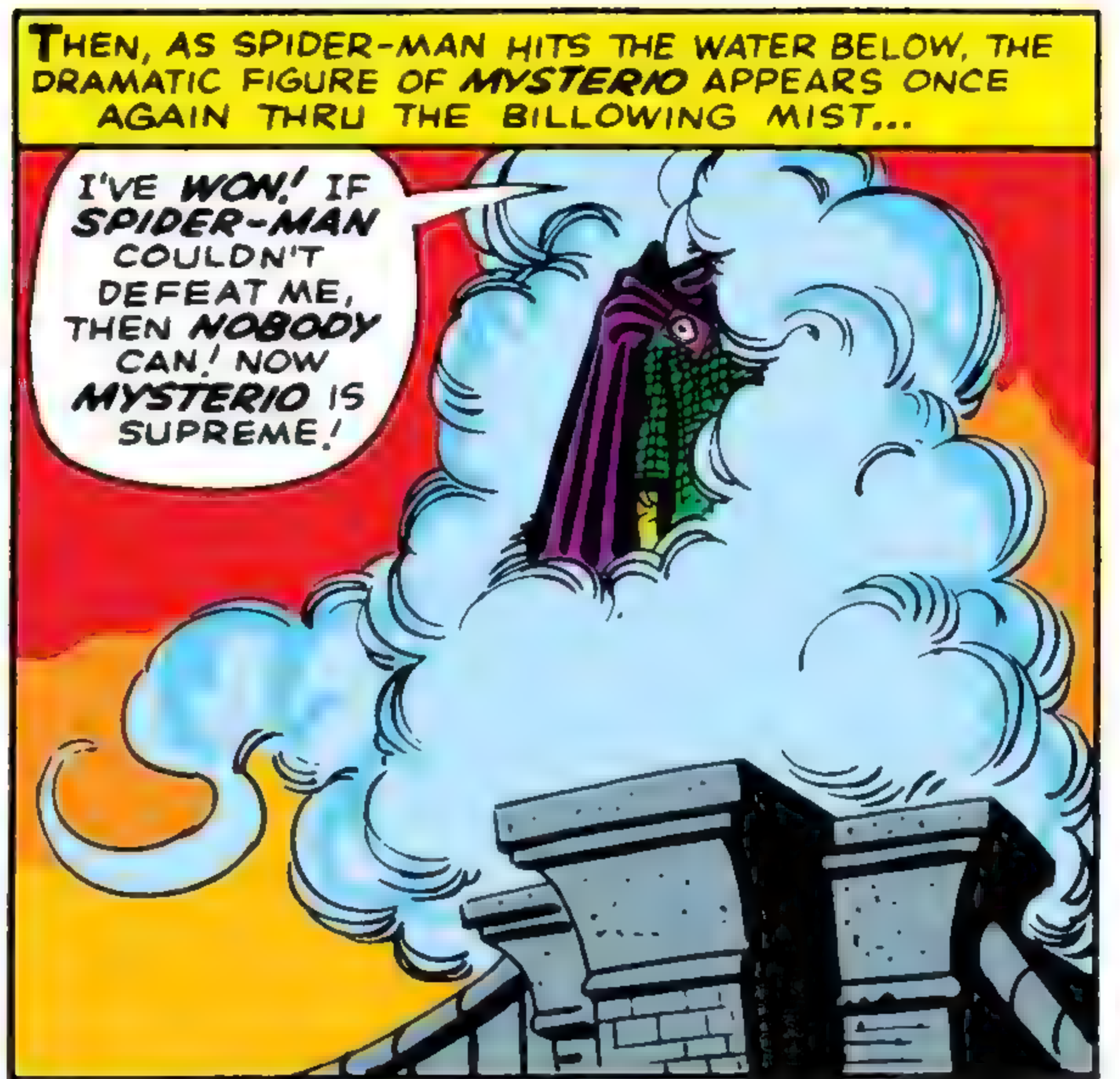
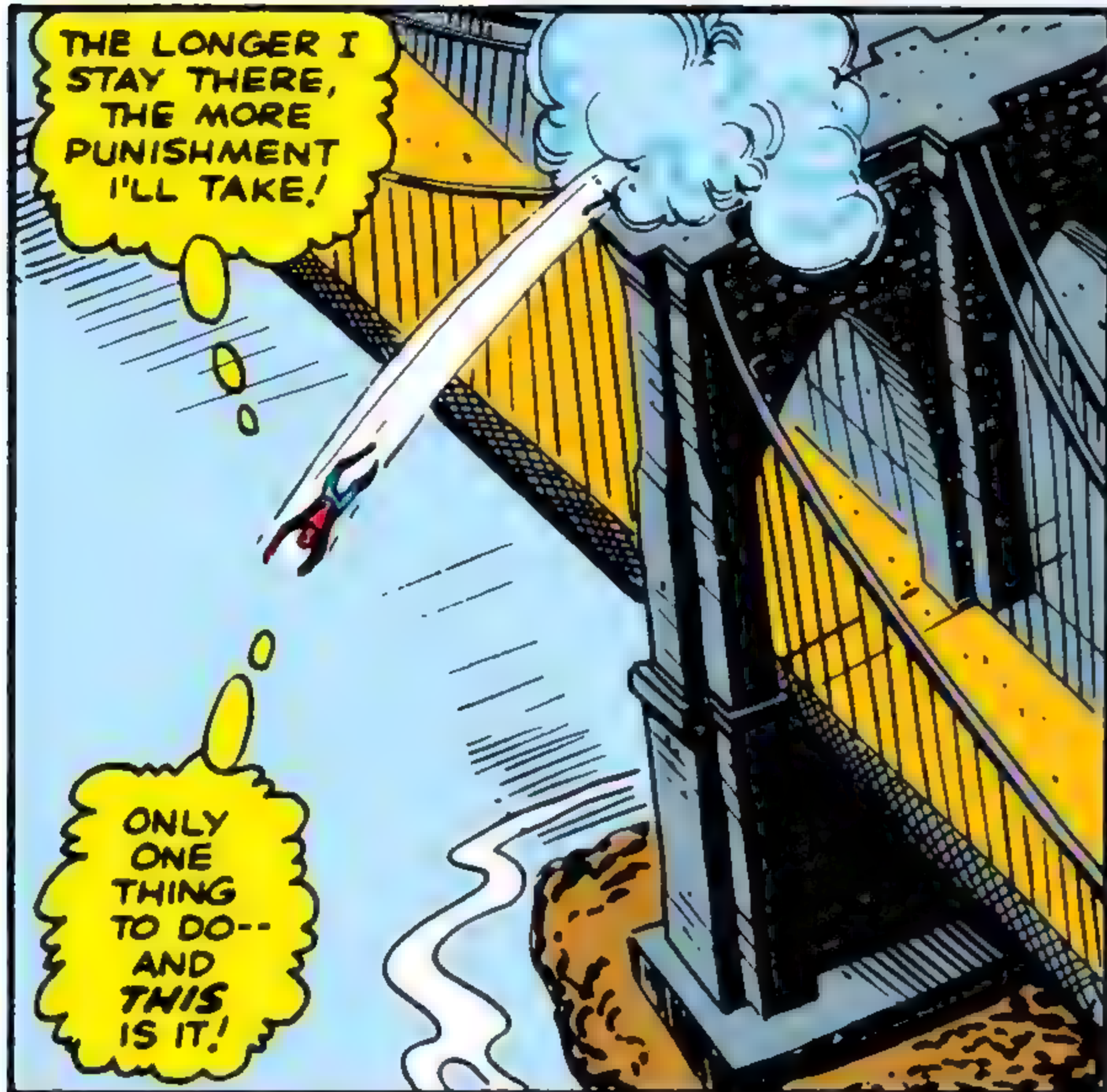












THE NEXT DAY, CROWDS LINE FIFTH AVENUE AS A MOTORCADE DRIVES BY, LED BY A HAPPILY WAVING COSTUMED FIGURE...

MYSTERIO *DESERVES* THIS PARADE! AT LAST WE HAVE SOMEONE WHO CAN BEAT SPIDER-MAN!

HOORAY FOR MYSTERIO! SPIDER-MAN WON'T DARE PULL ANY MORE CRIMES IN THIS CITY NOW!



AND AMONG THE TEEN-AGERS WATCHING THE PARADE, WE FIND...

STILL THINK SPIDER-MAN'S SO GREAT, FLASH?

DARN RIGHT I DO! MYSTERIO'S JUST A BIG PUBLICITY HOUND, IF YOU ASK ME! MY DOUGH IS STILL ON SPIDER-MAN!

Y'KNOW SOMETHING, FLASH? YOU'RE NOT AS DUMB AS YOU LOOK! IN FACT, YOU'RE OKAY, FELLA!



LOOK, PUNY PARKER, I DON'T NEED COMPLIMENTS FROM *YOU*! AND WHILE WE'RE TALKIN', I WANNA WARN YOU TO STAY AWAY FROM LIZ ALLAN! SHE'S MY GIRL FRIEND!

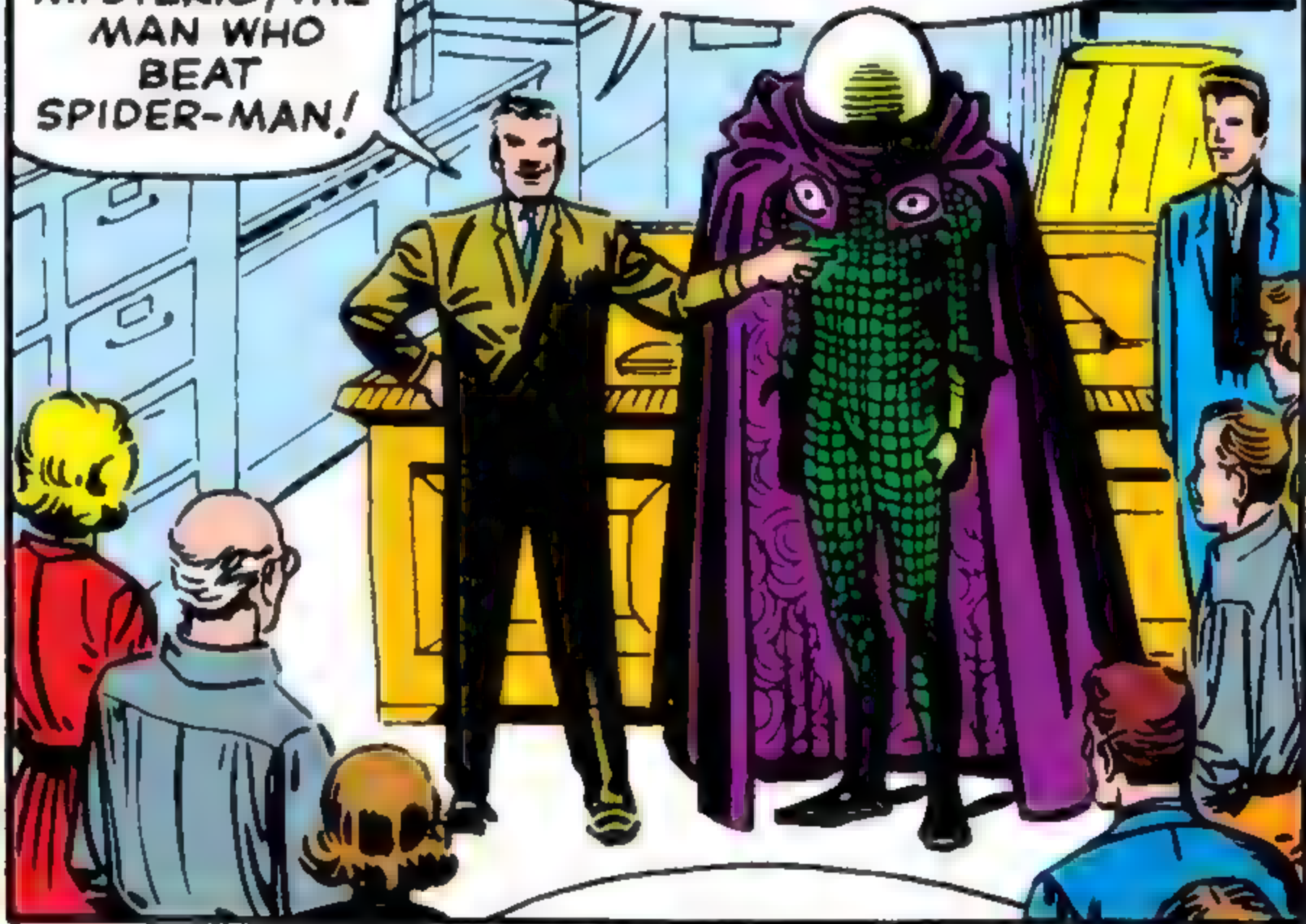
REALLY? TOO BAD. *SHE* DOESN'T SEEM TO THINK SO! BUT DON'T WORRY, BRIGHT EYES, YOU CAN *HAVE* HER!



A SHORT TIME LATER, AT THE OFFICE OF J. JONAH JAMESON...

I WANT THE MEMBERS OF MY STAFF TO MEET MYSTERIO, THE MAN WHO BEAT SPIDER-MAN!

MYSTERIO IS A *REAL* CRIME-FIGHTER! HE'S NOT AFRAID TO MEET PEOPLE AND TO BE INTERVIEWED AS THAT COWARDLY SPIDER-MAN WAS!



AND ONCE MYSTERIO HAS DEFEATED SPIDER-MAN FOR GOOD, HE WILL REVEAL HIS TRUE IDENTITY EXCLUSIVELY TO *MY* NEWSPAPER! IT'LL BE THE SCOOP OF THE CENTURY FOR ME! *RIGHT*, MYSTERIO?

RIGHT! JUST SO LONG AS YOU REMEMBER THE *MONEY* YOU PROMISED ME!



MYSTERIO, I WANT YOU TO MEET PETER PARKER! DON'T LET HIS *AGE* FOOL YOU! DESPITE HIS YOUTH, HE'S THE BEST PHOTOGRAPHER I'VE GOT! I'LL EXPECT HIM TO TAKE SOME GREAT PICTURES OF YOUR NEXT FIGHT WITH SPIDER-MAN!

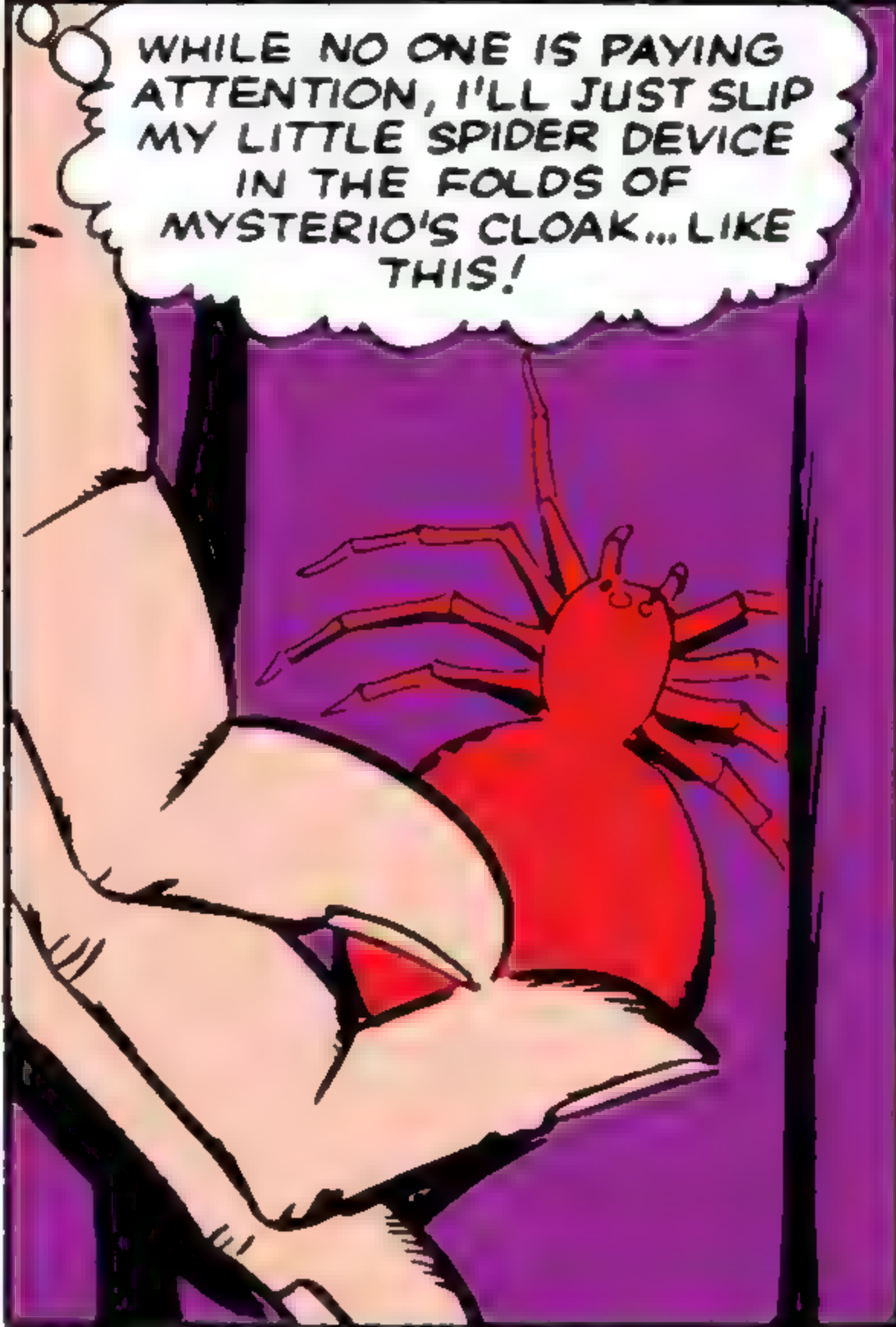
I'LL TRY NOT TO DISAPPOINT YOU-- *BOTH* OF YOU!



BUT, UNNOTICED BY ANYONE IN THE ROOM, PARKER'S LEFT HAND CONTAINS A SMALL ELECTRONICALLY TREATED SPIDER PIN*...



* THE SAME TYPE OF DEVICE USED IN SPIDER-MAN #11, WHICH ENABLED HIM TO TRACK THE GETAWAY CAR OF DR. OCTOPUS! — EDITOR.



WHILE NO ONE IS PAYING ATTENTION, I'LL JUST SLIP MY LITTLE SPIDER DEVICE IN THE FOLDS OF MYSTERIO'S CLOAK... LIKE THIS!

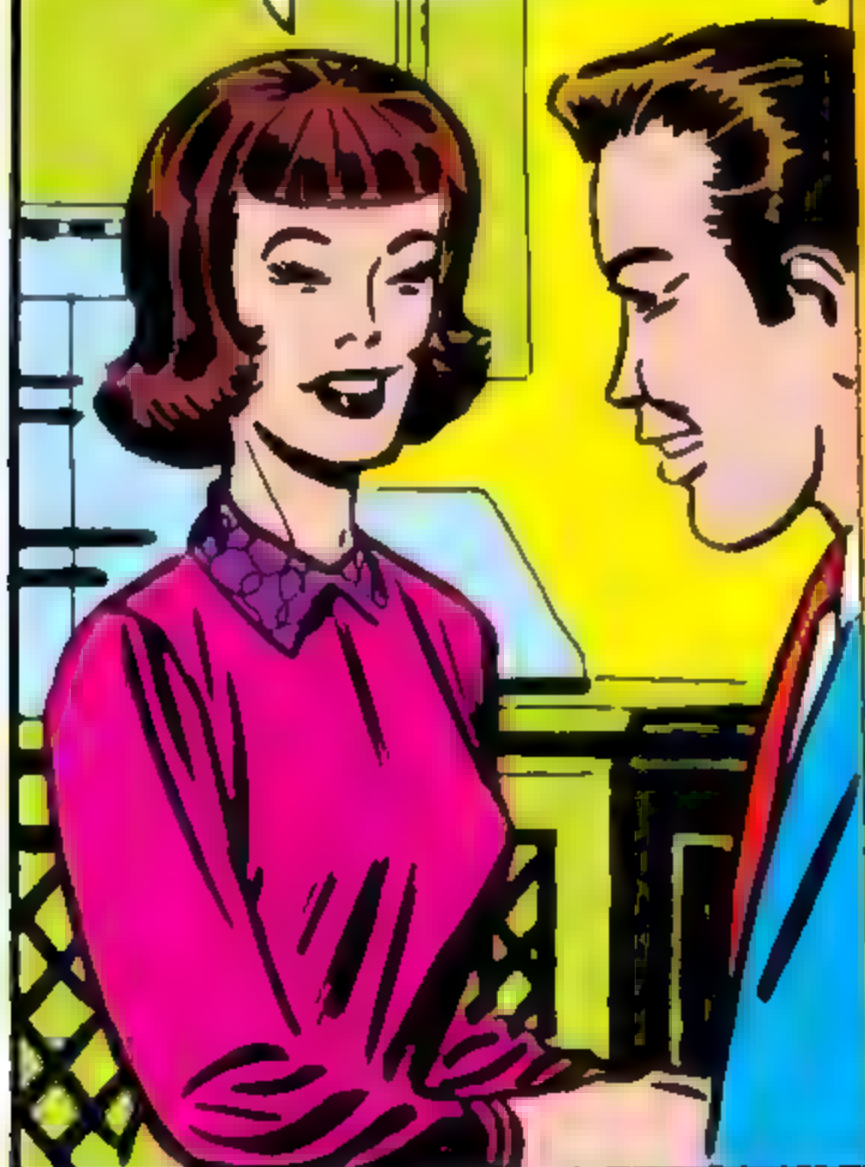


NOW I'LL BE ABLE TO TRACE HIS MOVEMENTS! THERE'S MORE TO MYSTERIO THAN MEETS THE EYES-- AND I'M GONNA FIND OUT WHAT IT IS!

THEN, AS PETER LEAVES JAMESON'S OFFICE...

I'M GLAD TO SEE YOU SMILING AGAIN, PETER! ARE YOU CELEBRATING SPIDER-MAN'S DEFEAT, ALSO?

NOT EXACTLY, BETTY!



IN FACT, I'M NOT SO SURE THAT SPIDER-MAN HAS BEEN DEFEATED! WELL, I HAVE TO RUSH NOW! SEE YOU LATER...

YOU'RE NOT SURE--?? BUT...



HMM! HE'S NEVER BEEN SO ANXIOUS TO LEAVE ME BEFORE! CAN HE HAVE MET ANOTHER GIRL? I'VE NOTICED A PRETTY BLONDE WITH HIM OCCASIONALLY...

OH, STOP IT, BETTY BRANT! YOU'RE BECOMING JEALOUS!



WHILE BEHIND THE DOOR TO JAMESON'S OFFICE...

I SHALL LEAVE YOU NOW, JAMESON! IN MY OWN MANNER! FAREWELL-- TILL NEXT TIME!



HE'S GONE! FOR HEAVEN'S SAKE, JJJ, HOW DOES HE DO IT?

WHO CARES? THE IMPORTANT THING IS THAT I'VE FINALLY FOUND SOMEONE WHO CAN BEAT SPIDER-MAN! I FEEL LIKE CELEBRATING!

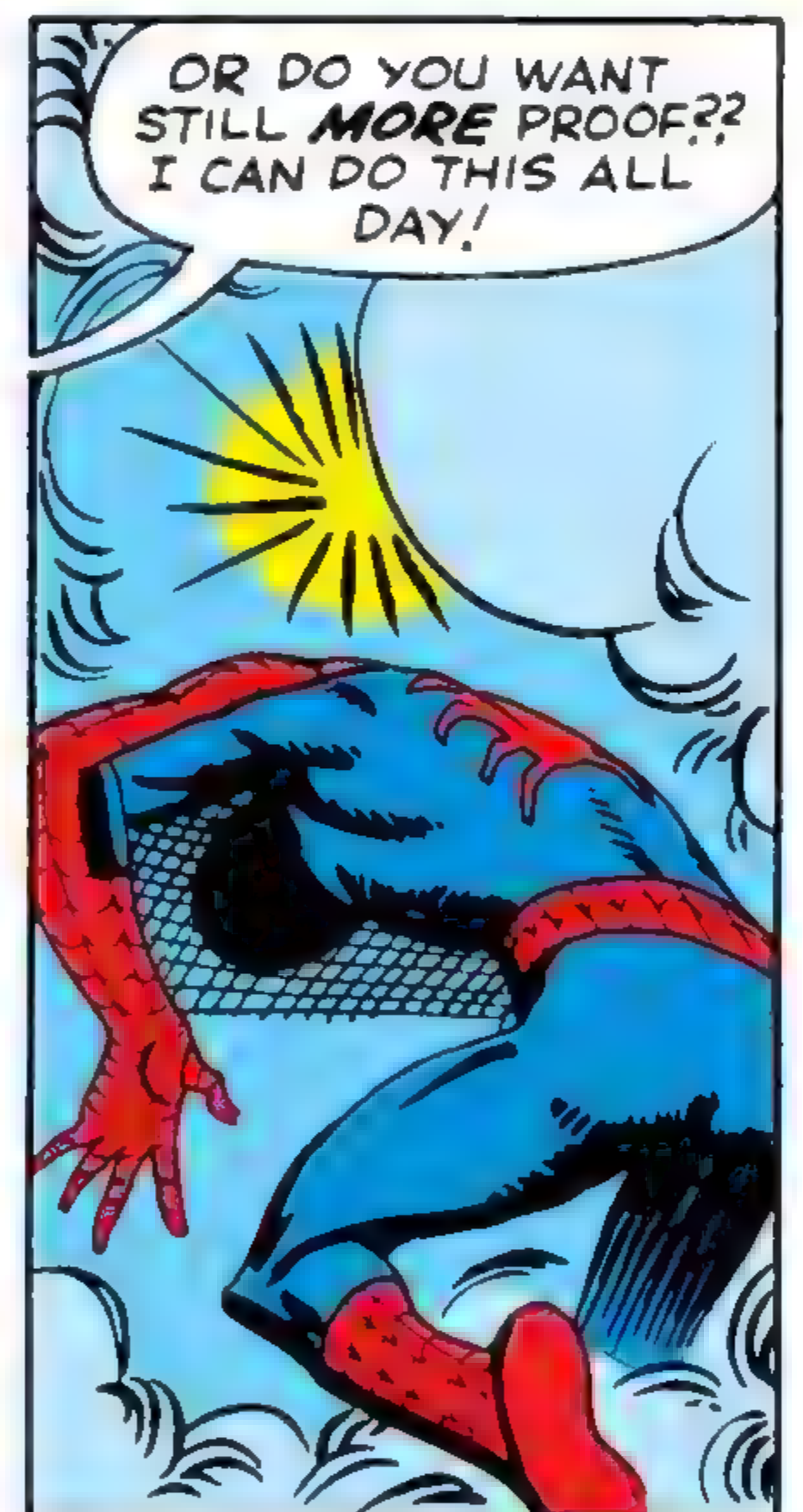
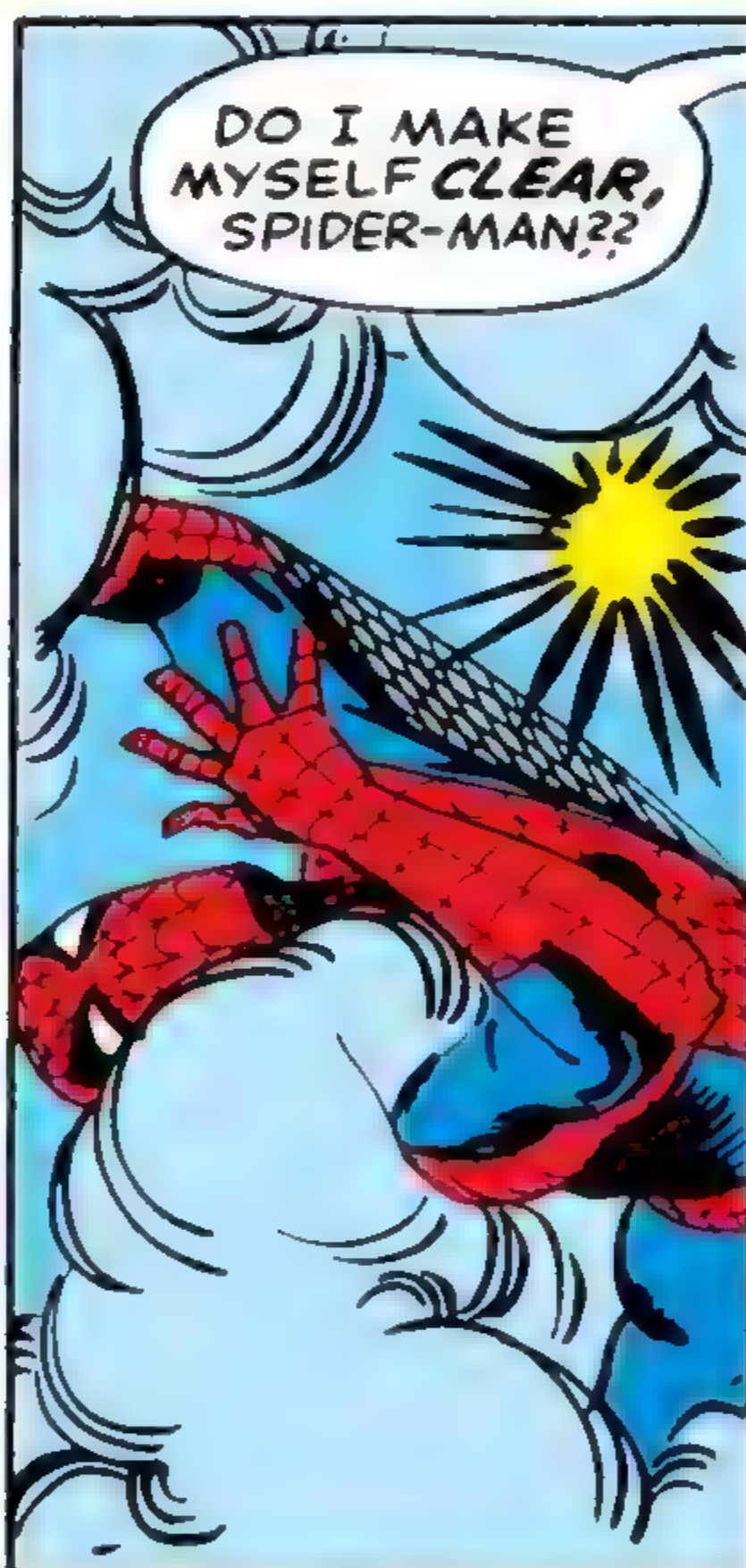
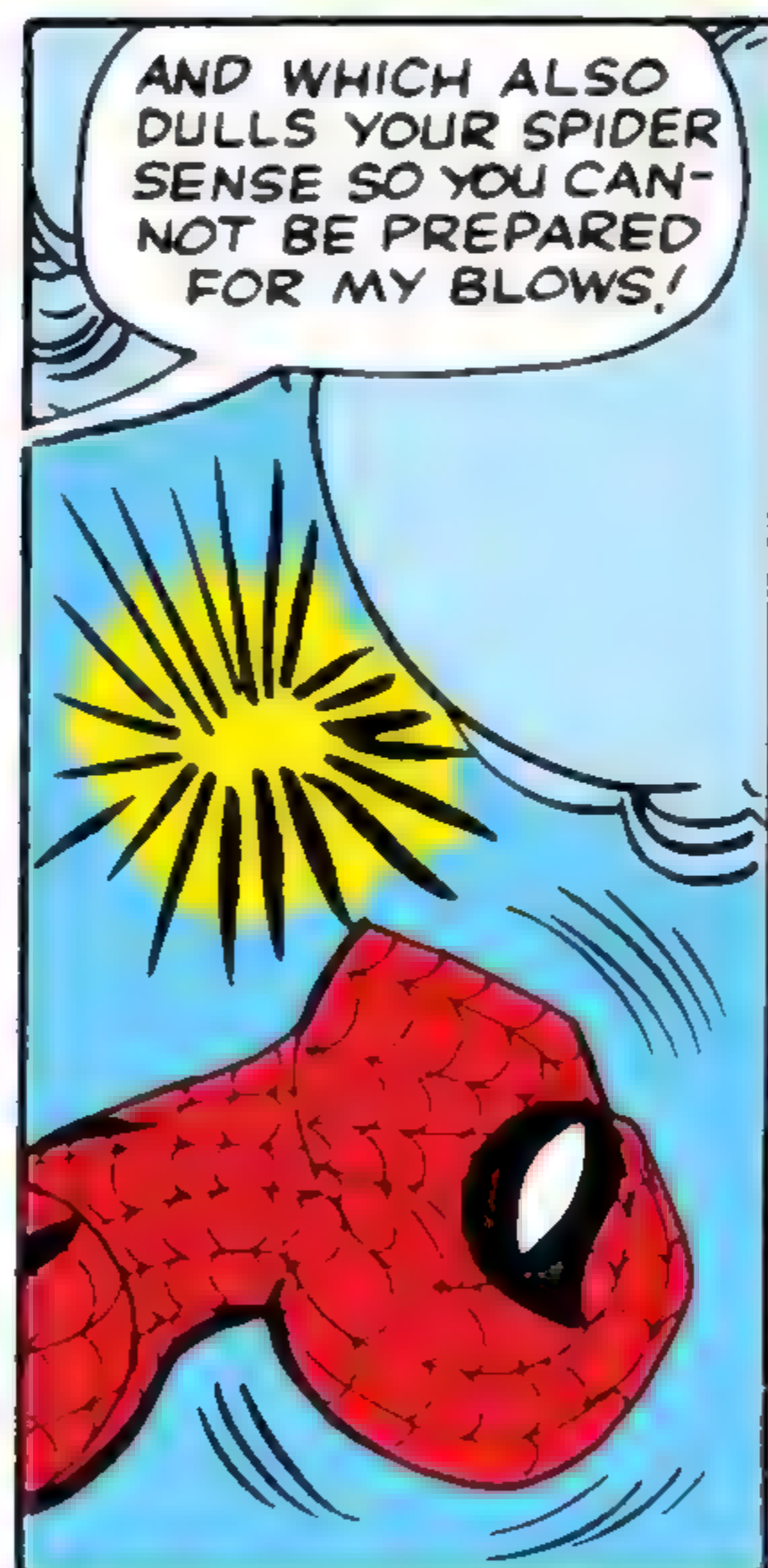
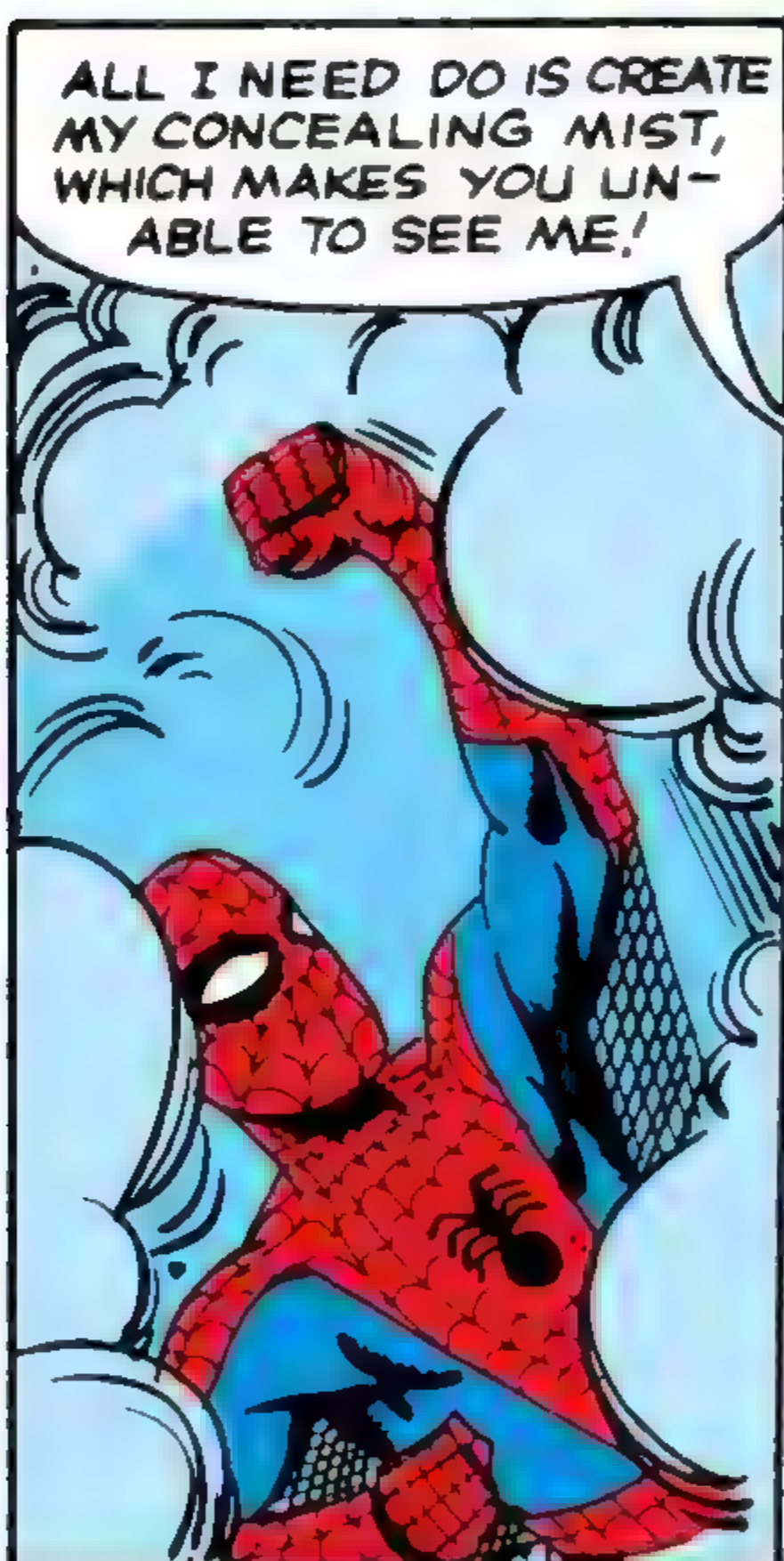
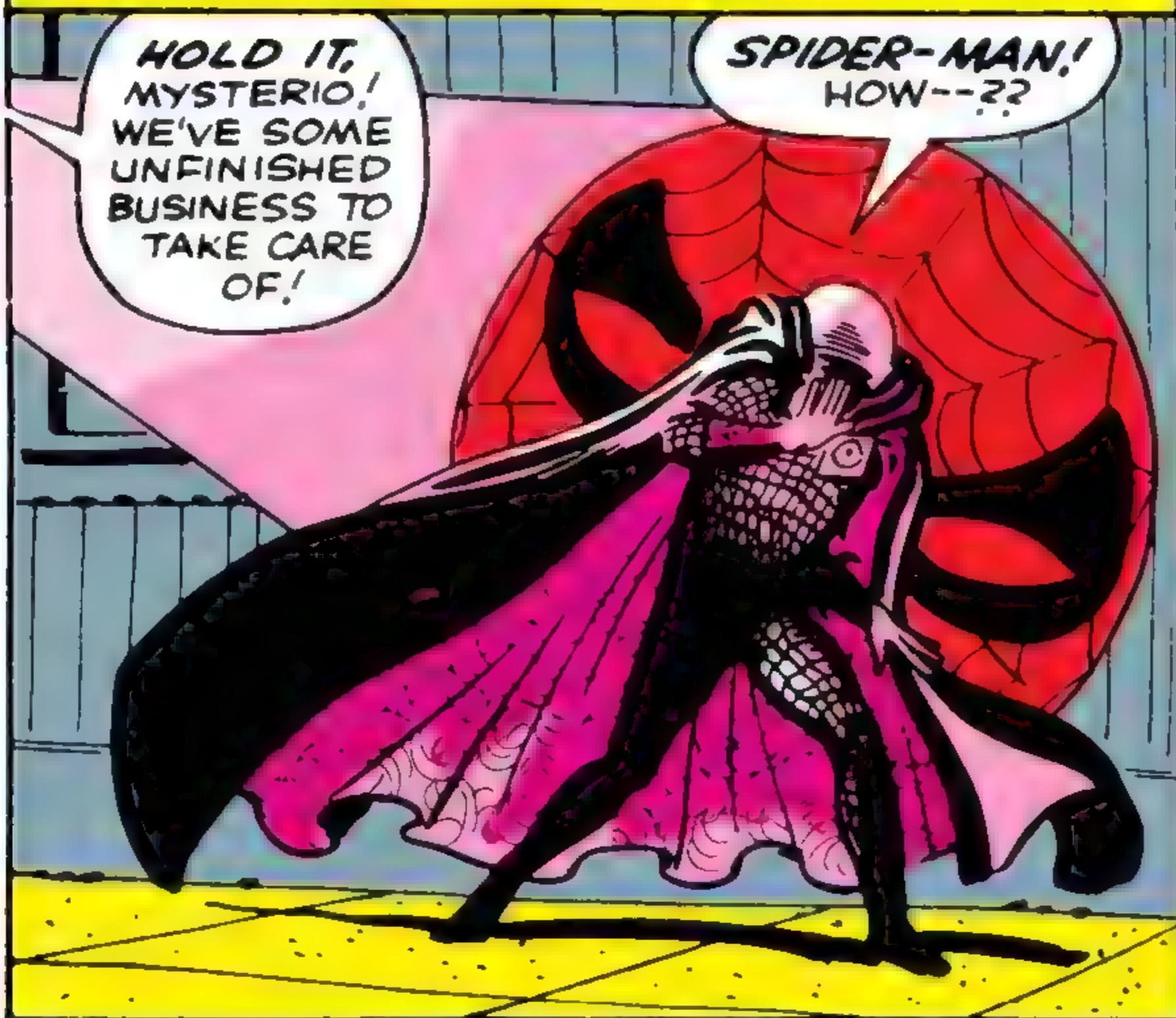


BUT JAMESON MIGHT NOT FEEL SO TRIUMPHANT IF HE COULD SEE A DRAMATIC FIGURE ON A NEARBY ROOFTOP, WAITING TO RECEIVE THE ELECTRONIC SIGNAL FROM HIS HIDDEN SPIDER PIN!

AH, MY SPYING DEVICE IS BEGINNING TO REGISTER NOW!

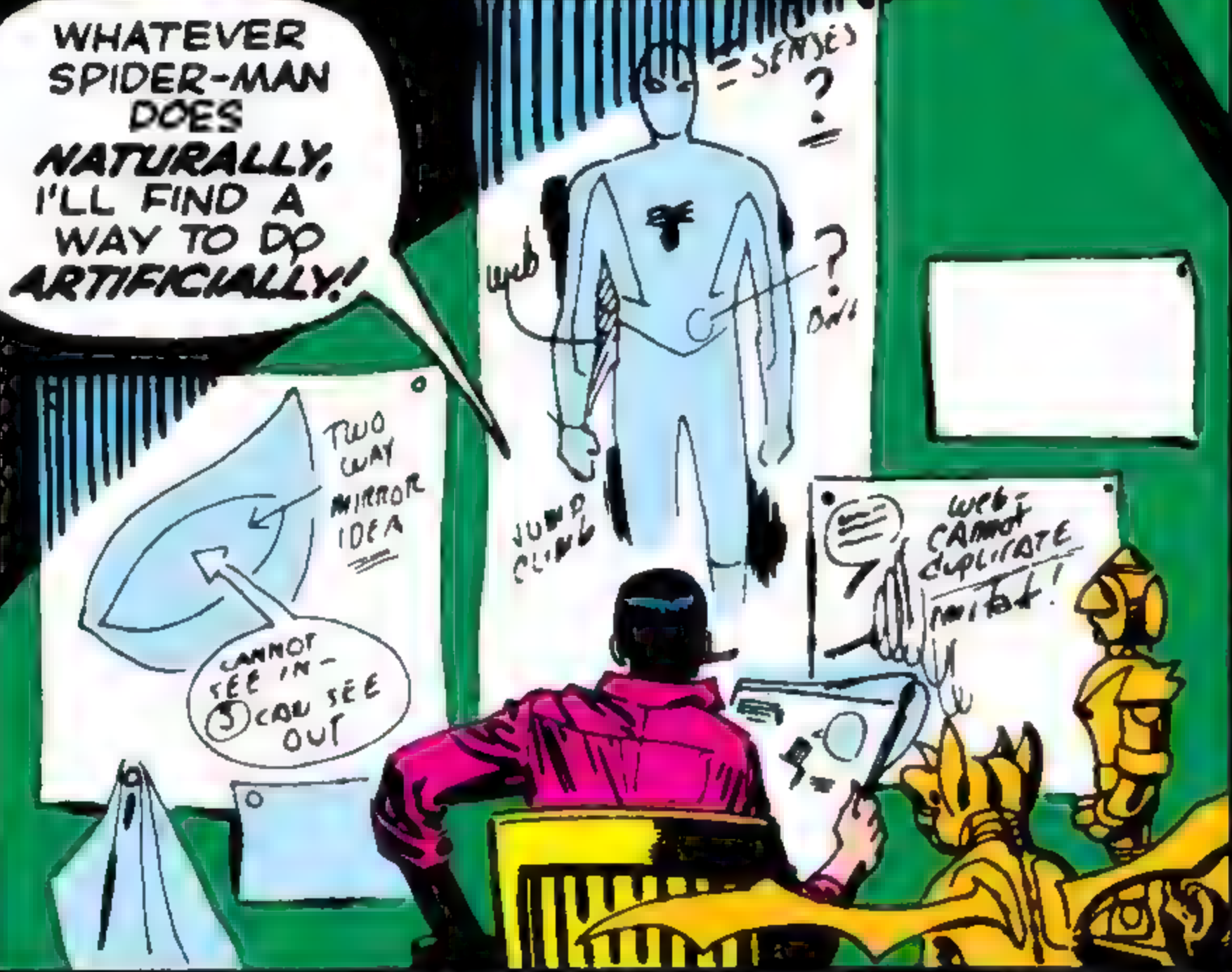


WITHIN MINUTES, A PIERCING SPIDER SIGNAL FLASHES IN THE NIGHT OUTSIDE OF A TV MOVIE STUDIO BUILDING...



"I SPENT MANY LONG WEEKS STUDYING ALL YOUR POWERS, ALL YOUR ABILITIES -- EVERYTHING THAT WAS KNOWN ABOUT YOU! I WAS SURE I COULD DUPLICATE YOUR FEATS!"

WHATEVER SPIDER-MAN DOES NATURALLY, I'LL FIND A WAY TO DO ARTIFICIALLY!



"USING ALL THE SKILL I HAD ACQUIRED DESIGNING MOVIE PROPS, I MADE A GUN WHICH FIRED A NYLON CORD RESEMBLING YOUR OWN WEB! I DESIGNED SHOES AND GLOVES WITH SPECIAL SUCTION CUPS, ENABLING ME TO CLING TO WALLS!"



"MY PLAN SEEMED PERFECT! I COULD COMMIT ALL SORTS OF CRIMES, AND YOU WOULD GET THE BLAME! BUT THEN I GOT A STILL GREATER IDEA! I WOULD CREATE A SEPARATE IDENTITY FOR MYSELF! I'D CALL MYSELF MYSTERIO! AND THEN I'D BATTLE YOU! WHEN I DEFEATED YOU, I'D BE A NATIONAL HERO -- FOR NO ONE WOULD KNOW THAT MYSTERIO IS BOTH THE CRIMINAL AND THE CONQUEROR!"

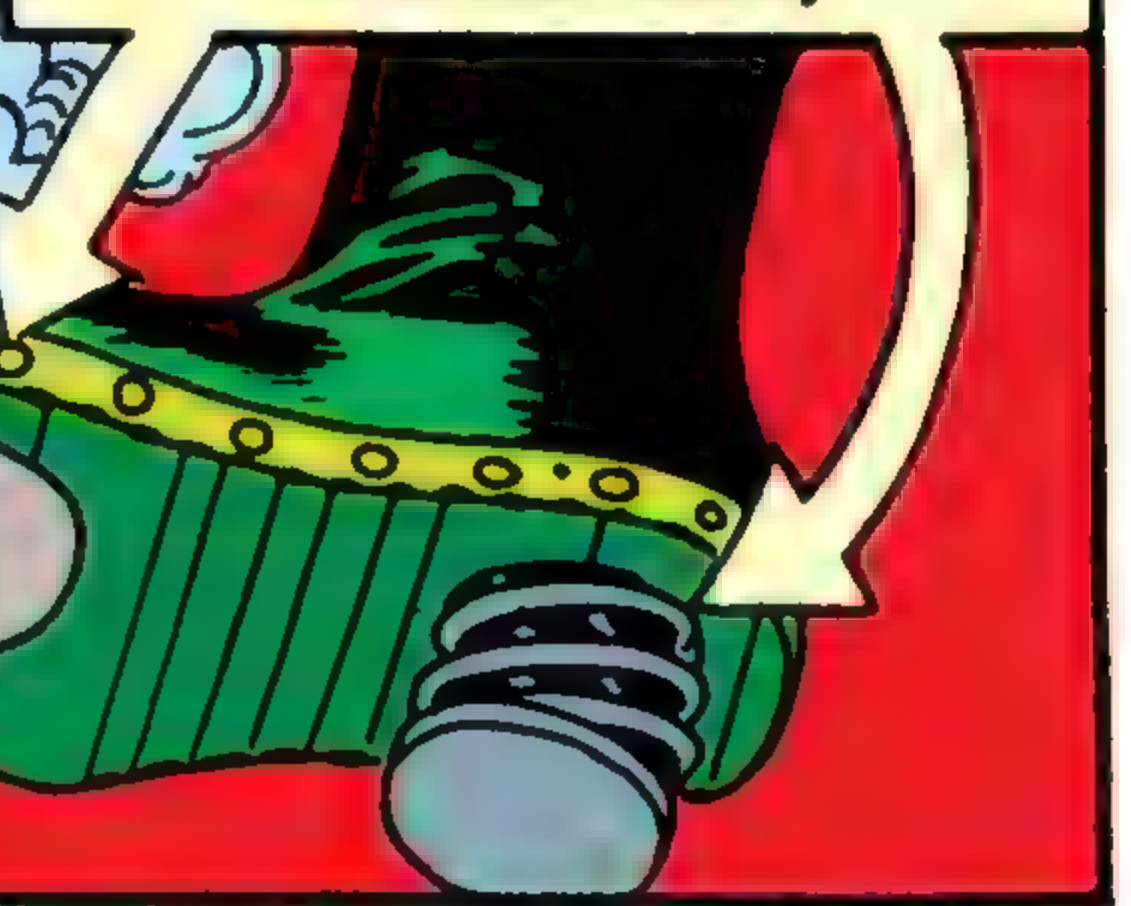
"MY HELMET IS BASED ON THE PRINCIPLE OF YOUR EYE PIECES! I CAN SEE OUT, BUT NO ONE CAN SEE IN!"



"I CREATED A FINE SPRAY MADE OF SPECIALLY TREATED ACID WHICH WAS FOR THE SOLE PURPOSE OF DISSOLVING YOUR WEB IF YOU SHOULD EVER USE IT AGAINST ME!"

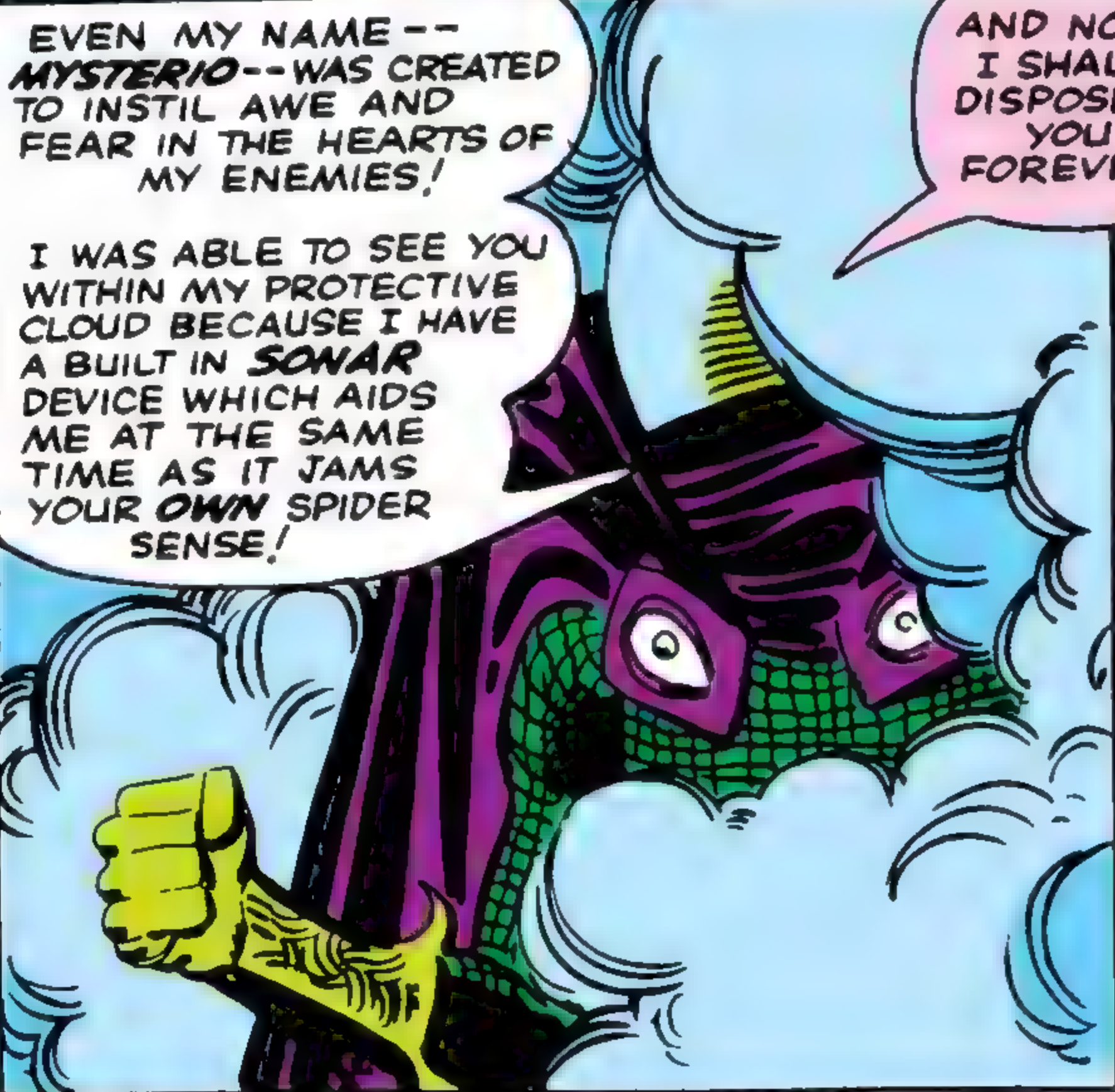


"THE BOTTOMS OF MY BOOTS CONTAIN CHEMICAL SMOKE EJECTORS AS WELL AS MAGNETIC PLATE SPRINGS WHICH ENABLE ME TO DUPLICATE YOUR OWN AMAZING LEAPS!"



EVEN MY NAME -- MYSTERIO -- WAS CREATED TO INSTIL AWE AND FEAR IN THE HEARTS OF MY ENEMIES!

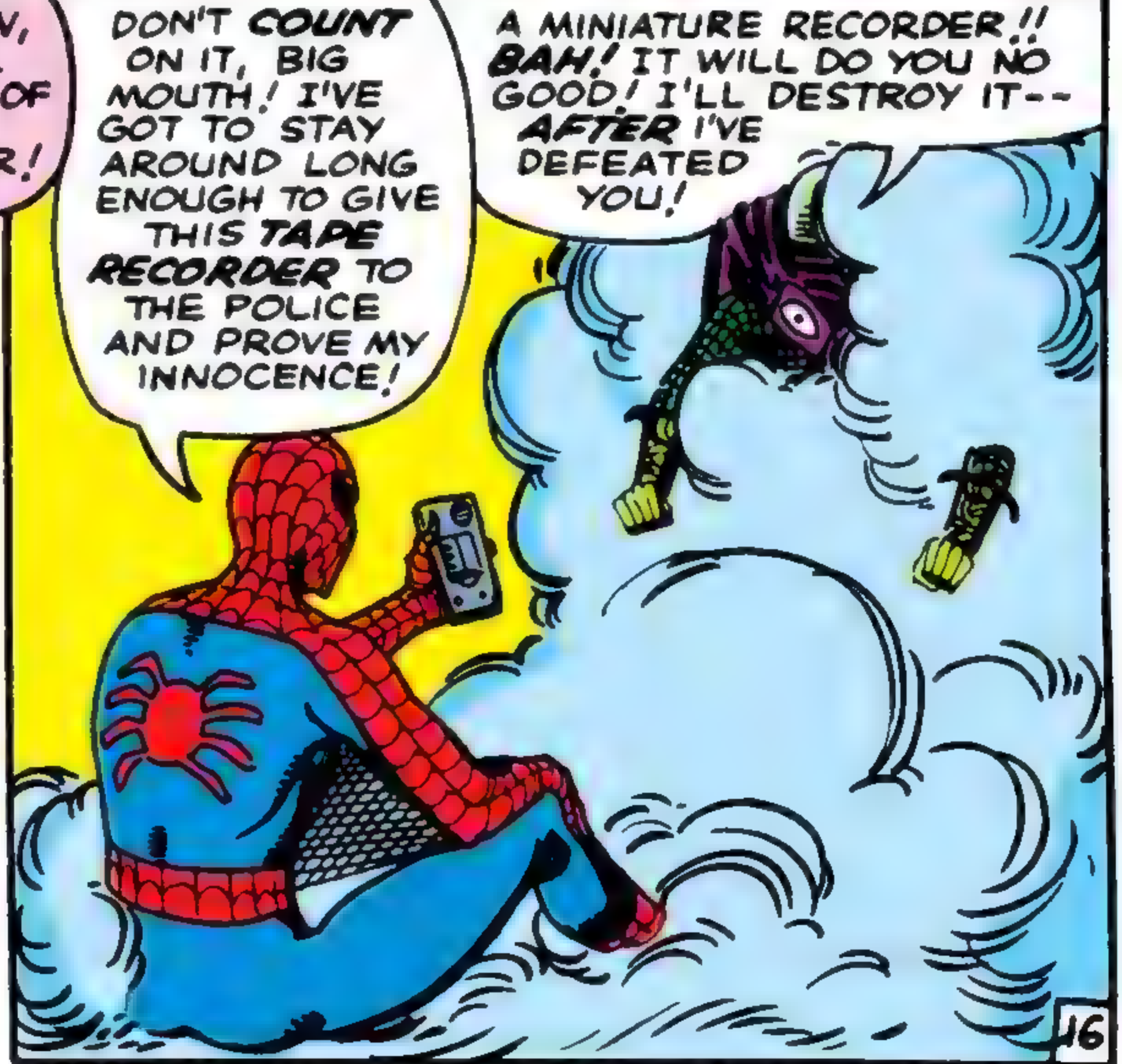
I WAS ABLE TO SEE YOU WITHIN MY PROTECTIVE CLOUD BECAUSE I HAVE A BUILT IN SONAR DEVICE WHICH AIDS ME AT THE SAME TIME AS IT JAMS YOUR OWN SPIDER SENSE!



AND NOW, I SHALL DISPOSE OF YOU FOREVER!

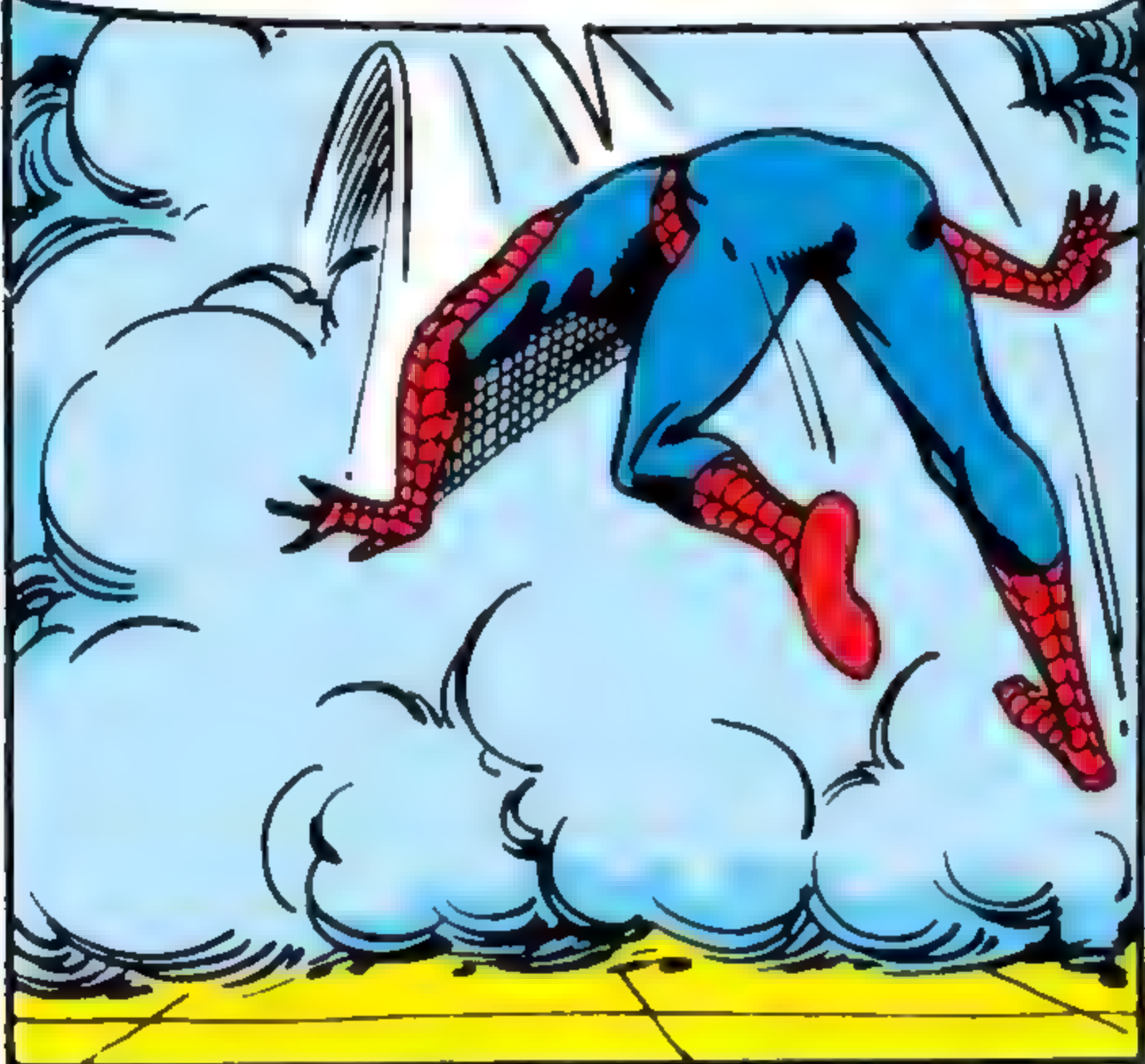
DON'T COUNT ON IT, BIG MOUTH! I'VE GOT TO STAY AROUND LONG ENOUGH TO GIVE THIS TAPE RECORDER TO THE POLICE AND PROVE MY INNOCENCE!

A MINIATURE RECORDER!! BAH! IT WILL DO YOU NO GOOD! I'LL DESTROY IT-- AFTER I'VE DEFEATED YOU!



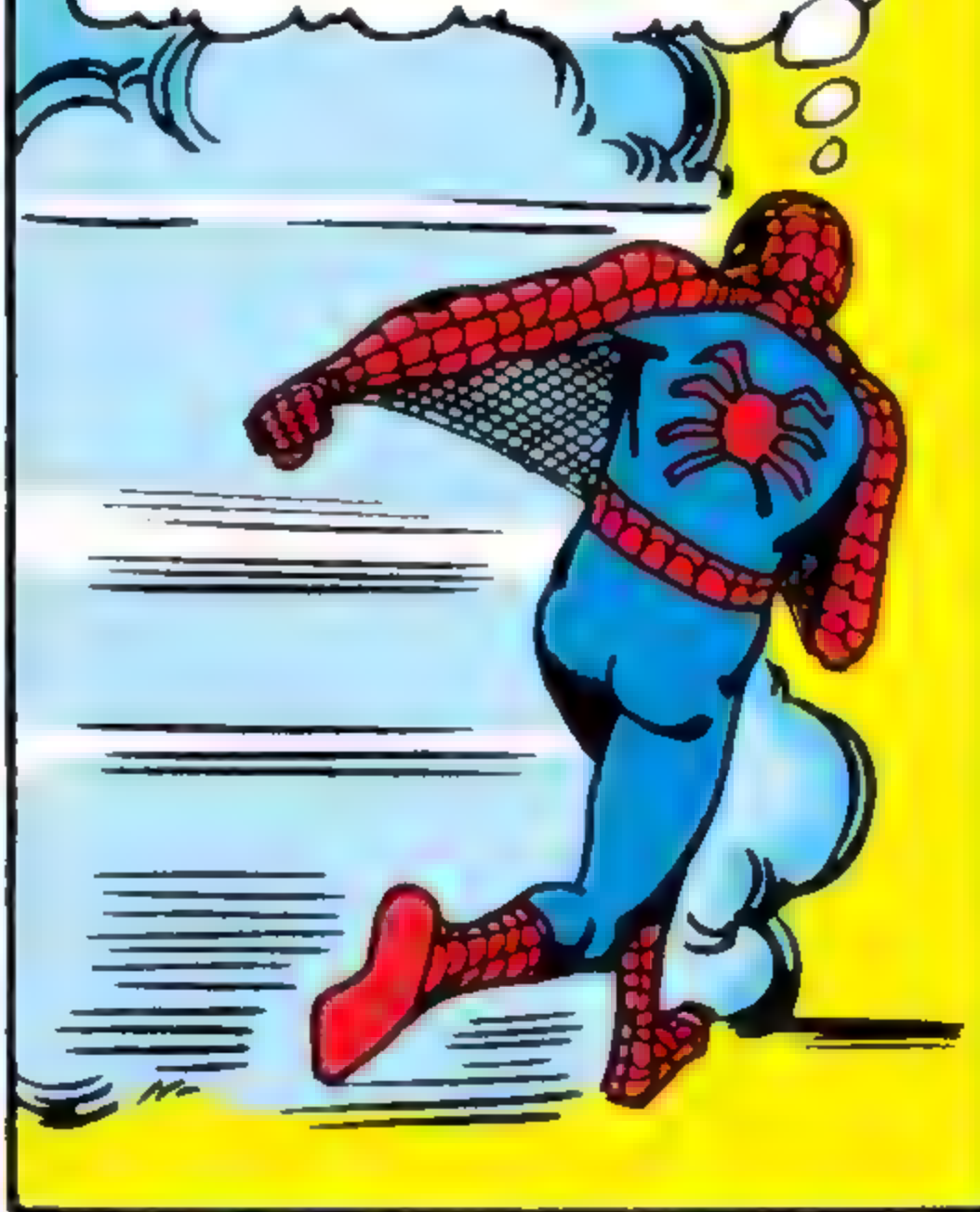
BUT, IN A SPLIT-SECOND, SPIDER-MAN FLIPS BACKWARDS, OUT OF THE SPREADING MIST!

NOT *THIS* TIME, MYSTERIO! REMEMBER ONE THING-- *YOUR* POWER IS ARTIFICIAL-- BUT *MINE* IS NATURAL!!



AND I'LL BET ON *MY* NATURAL SPIDER POWERS *ANY* TIME!

I'VE GOT TO CIRCLE AROUND-- TRY TO FIND HIM WITHIN THE MIST!



HAVE TO KEEP MOVING *FAST*! CAN'T LOSE THE ADVANTAGE!

HE'S NOT HERE--OR HERE! BUT HE'S GOT TO BE NEARBY!



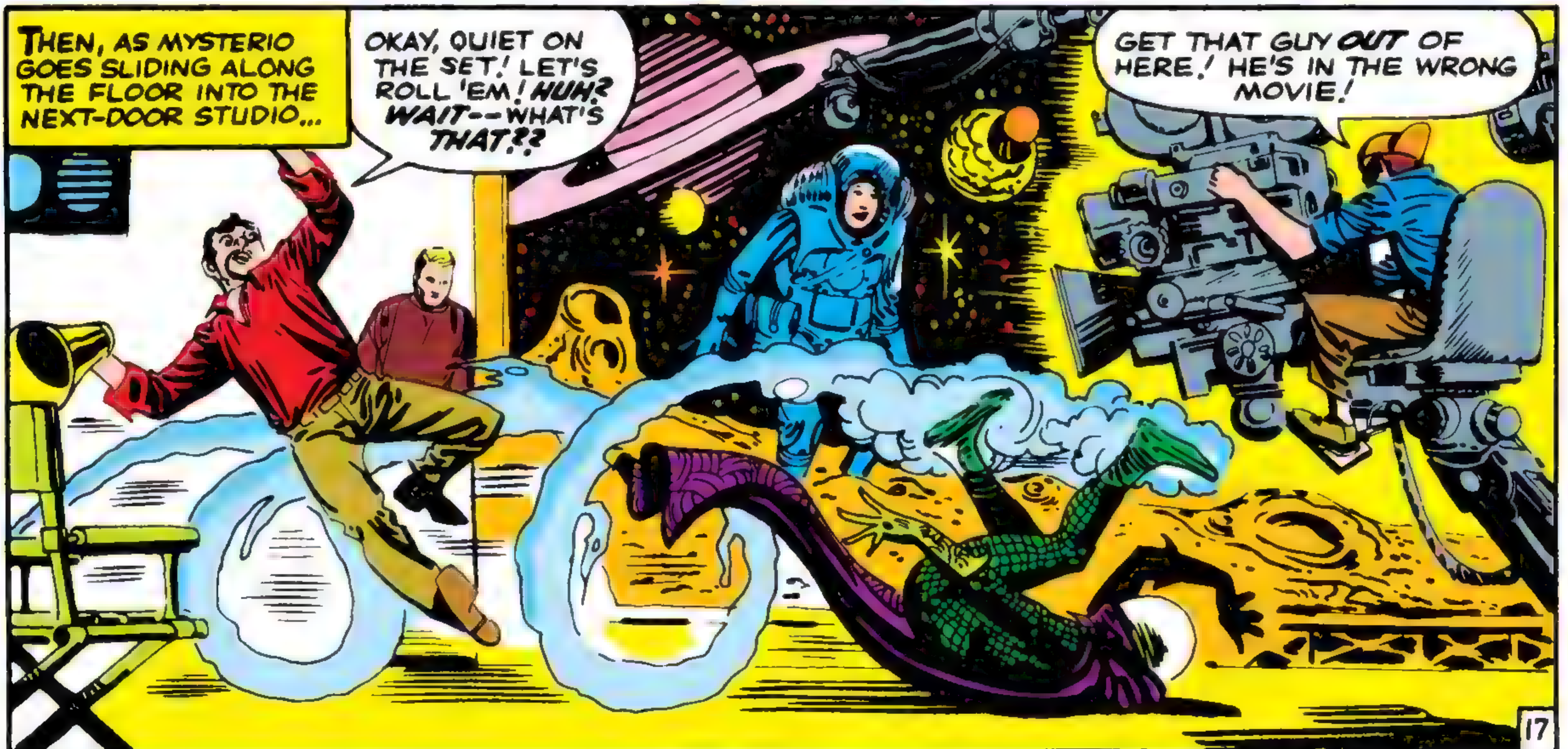
IF I KEEP SWINGING, THEN SOONER OR LATER I'LL-- ANHH, I WAS RIGHT! THERE HE IS!

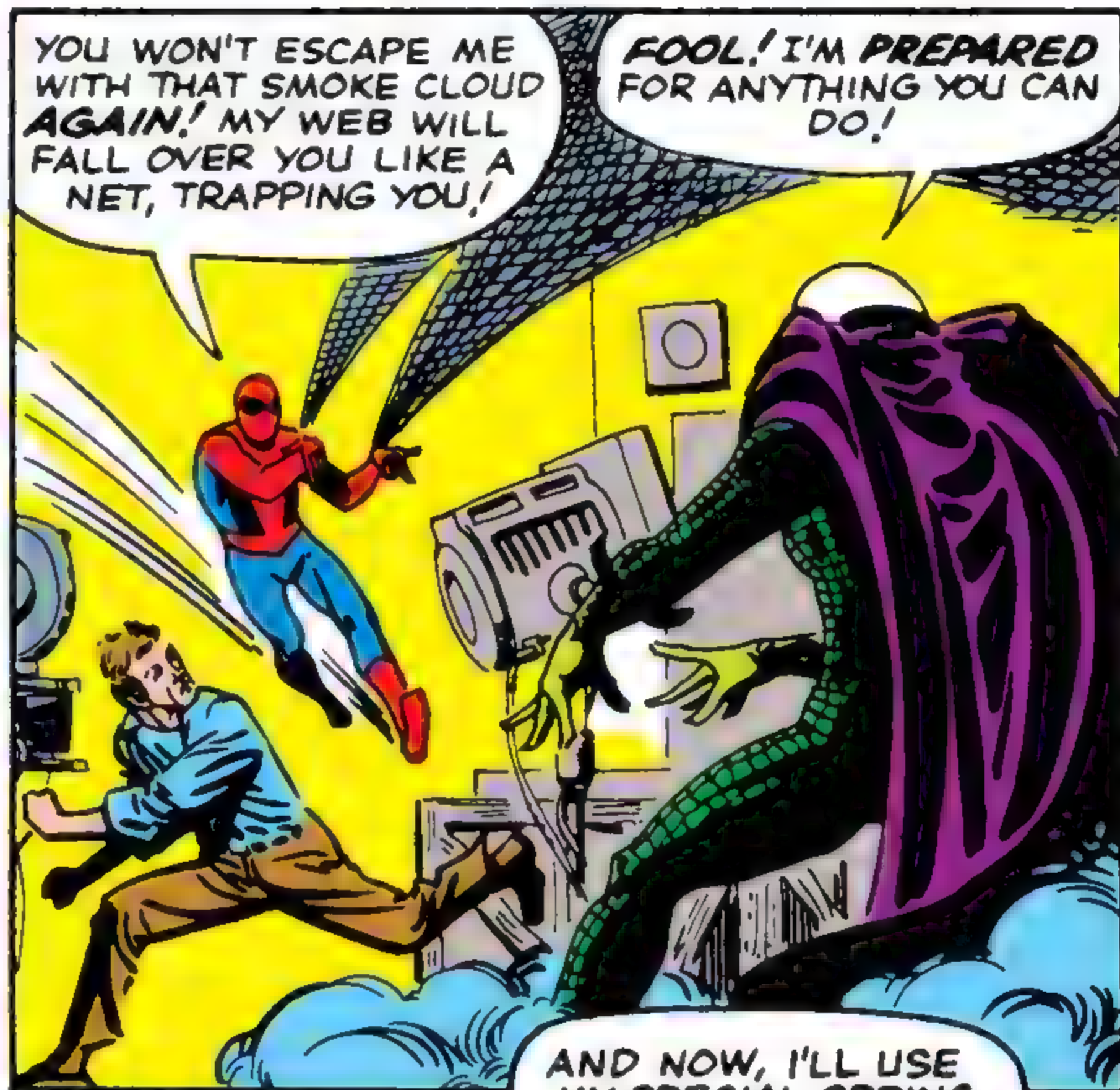


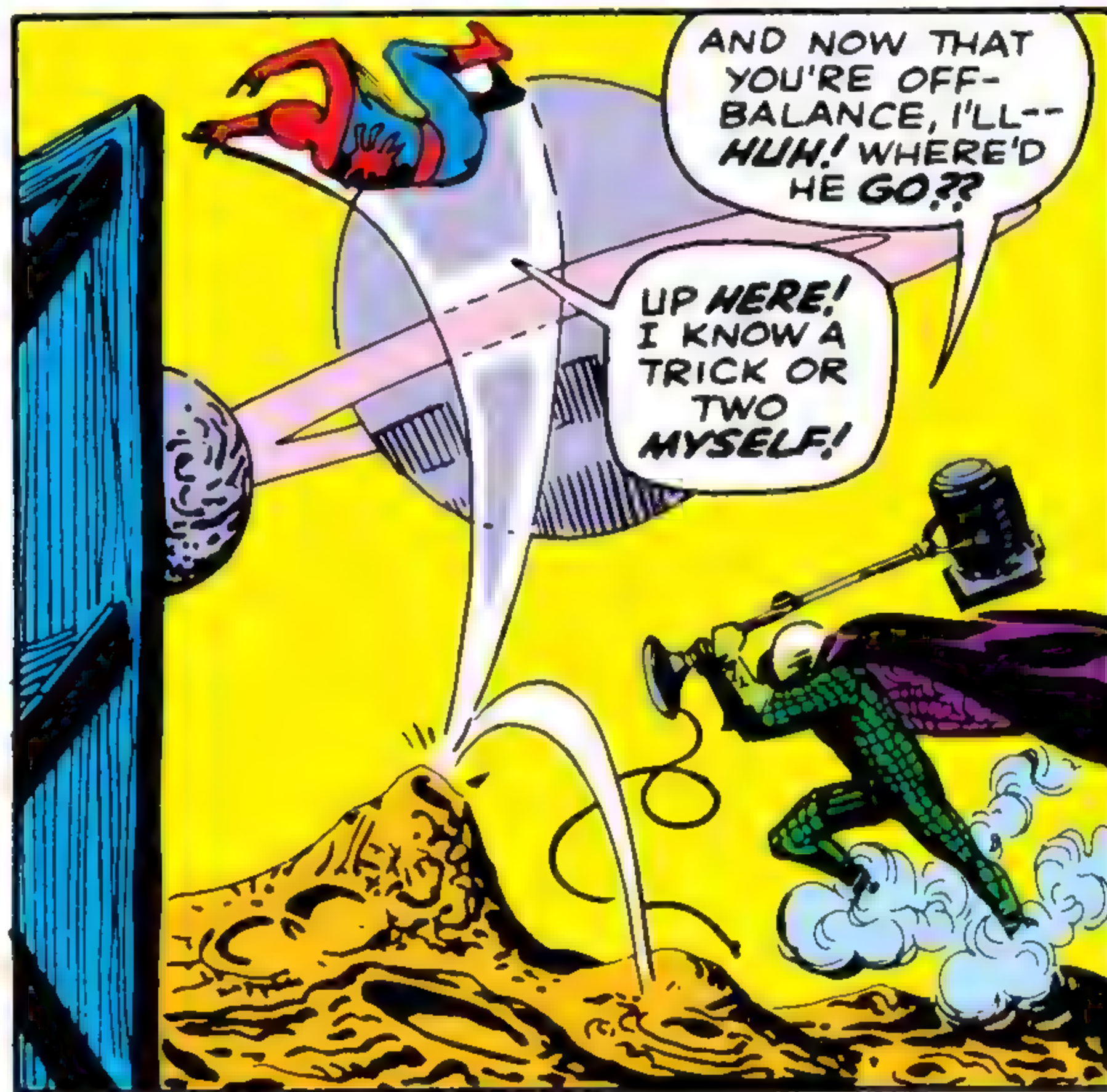
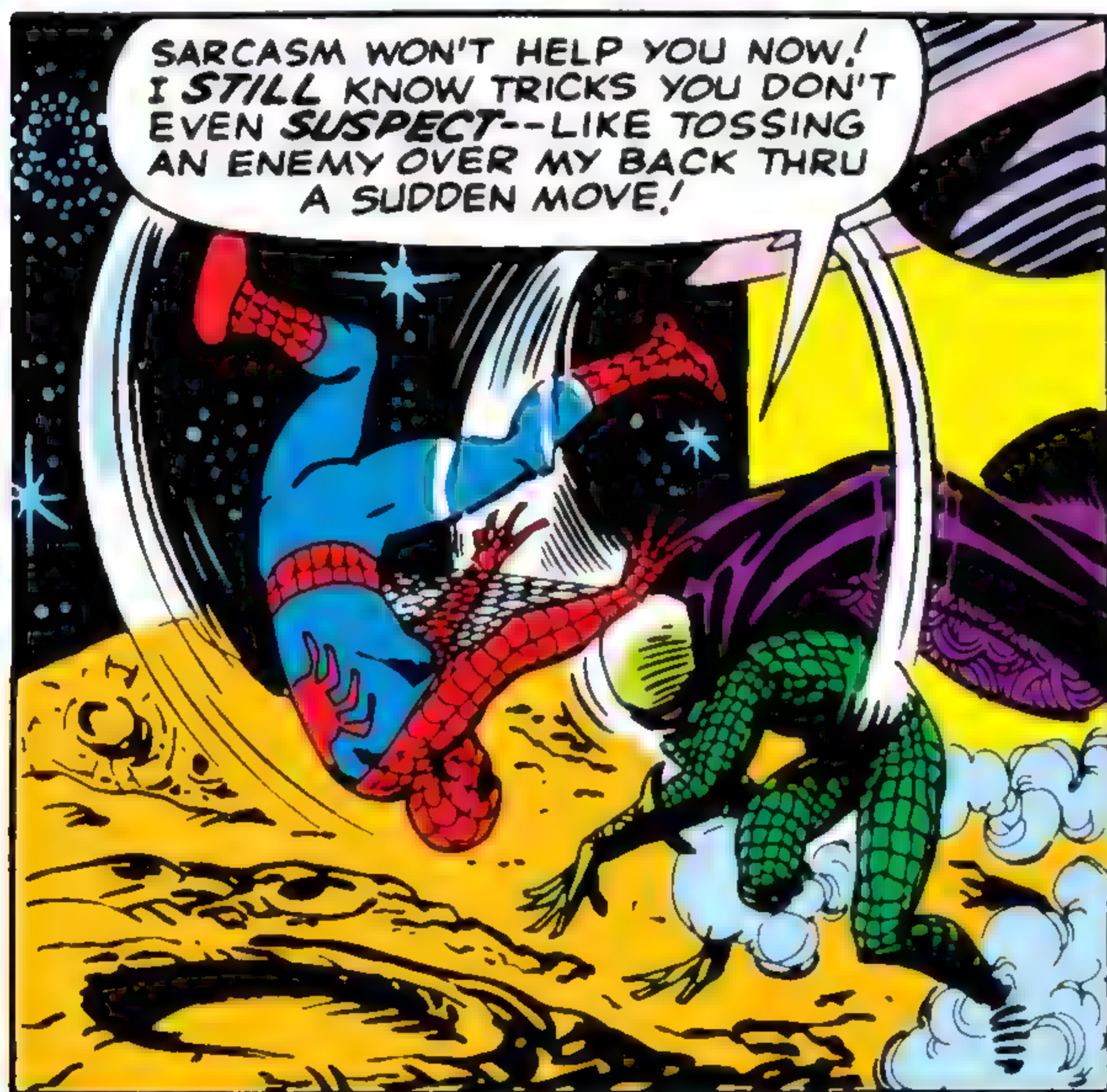
THEN, AS MYSTERIO GOES SLIDING ALONG THE FLOOR INTO THE NEXT-DOOR STUDIO...

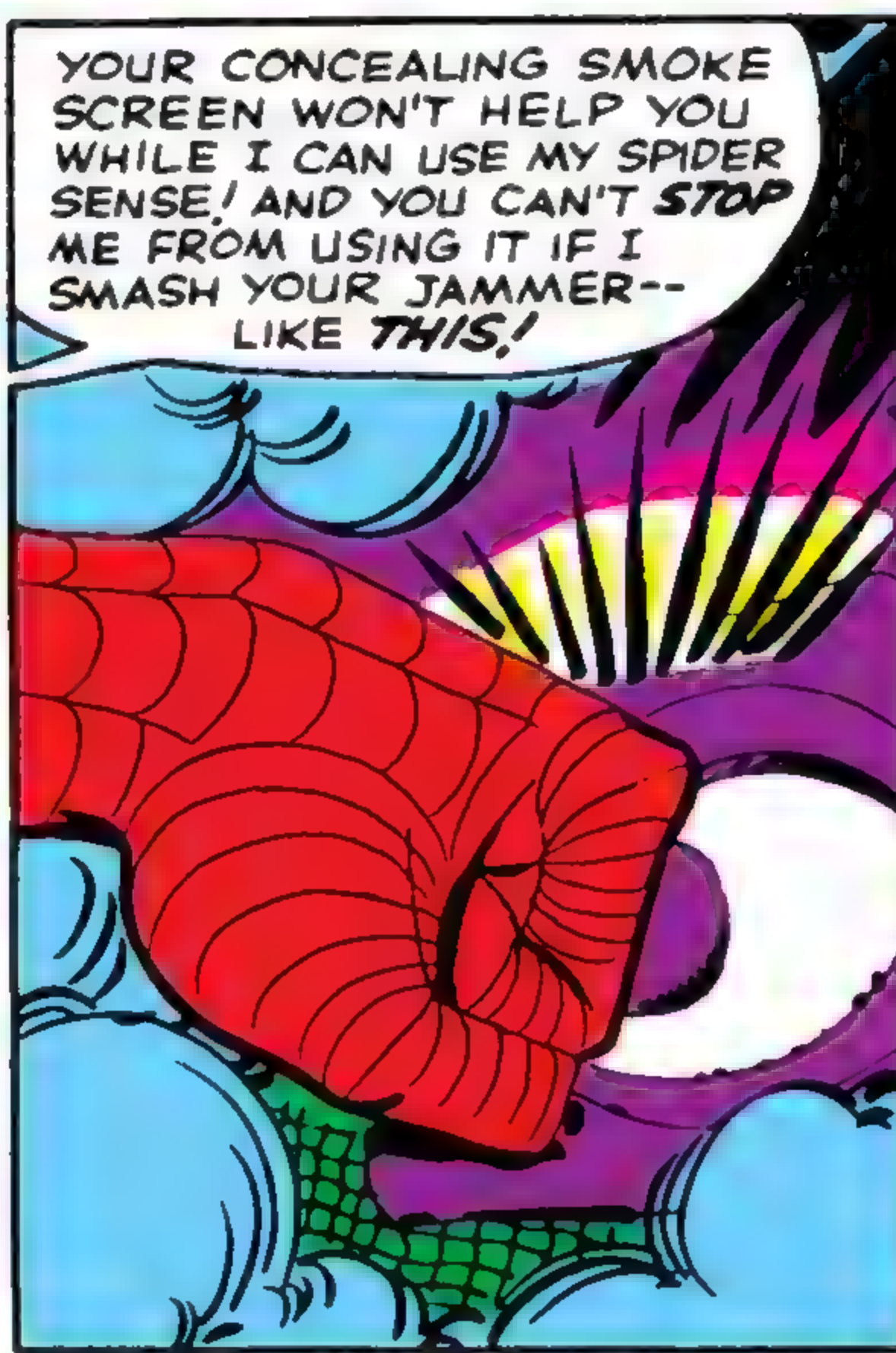
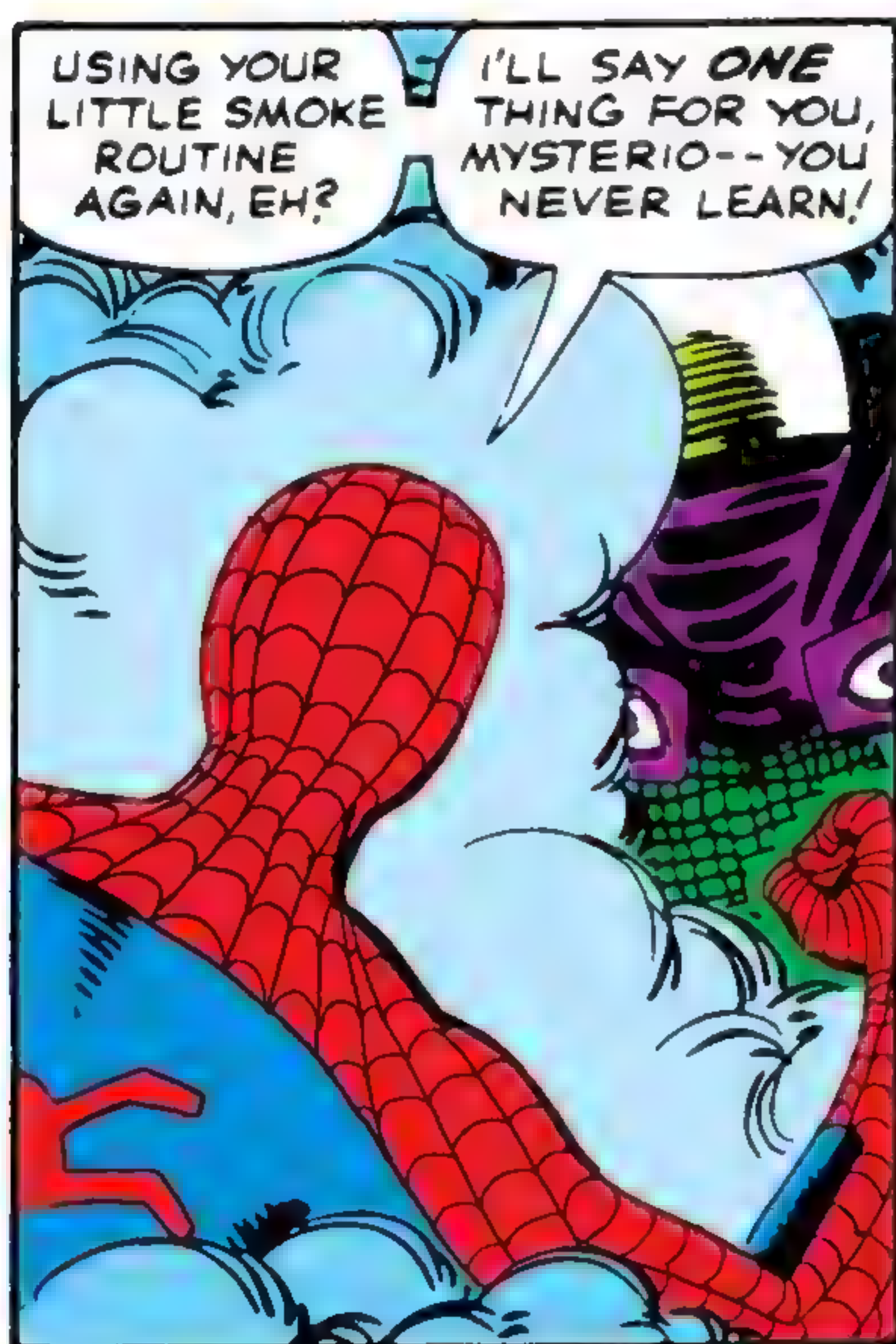
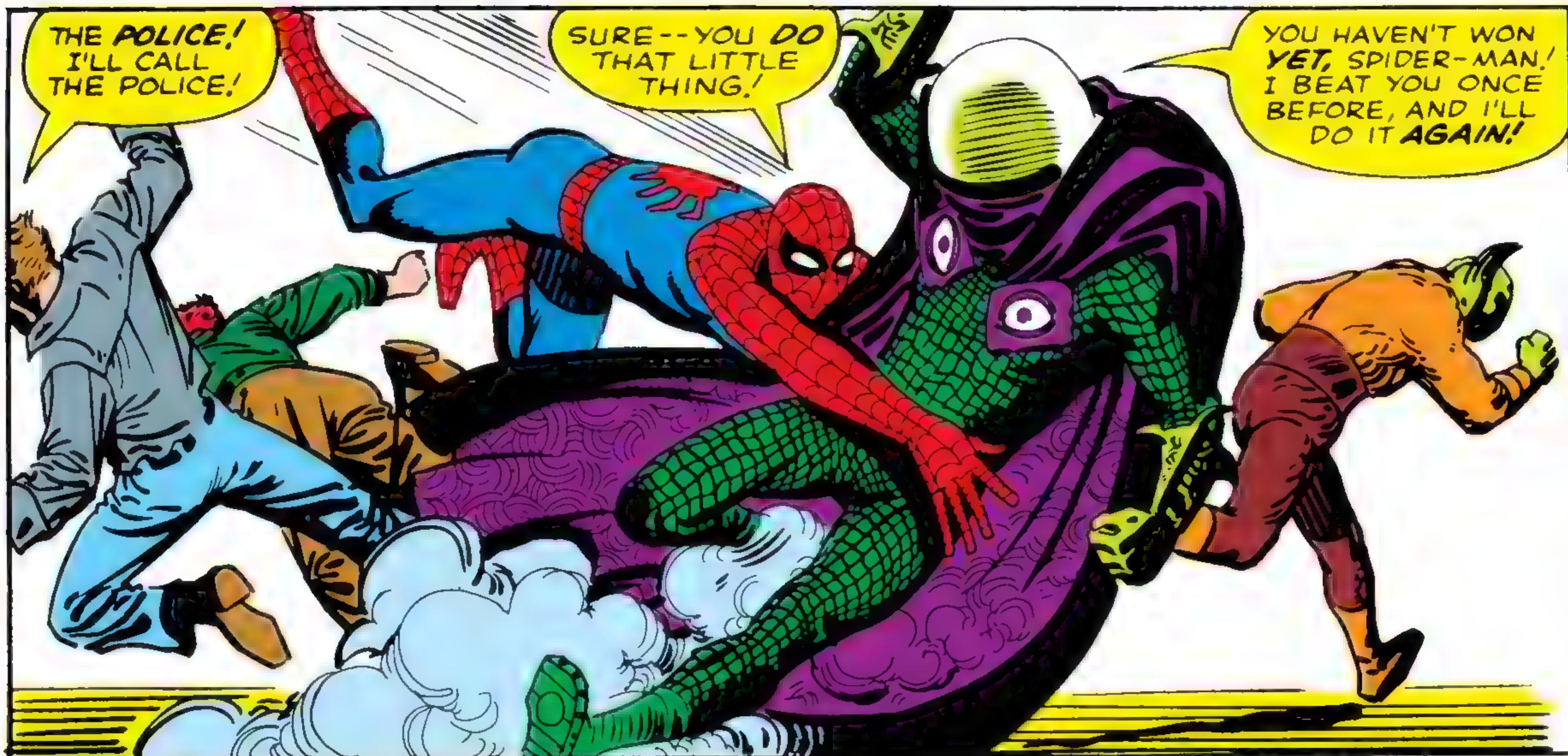
OKAY, QUIET ON THE SET! LET'S ROLL 'EM! HUH? WAIT--WHAT'S THAT??

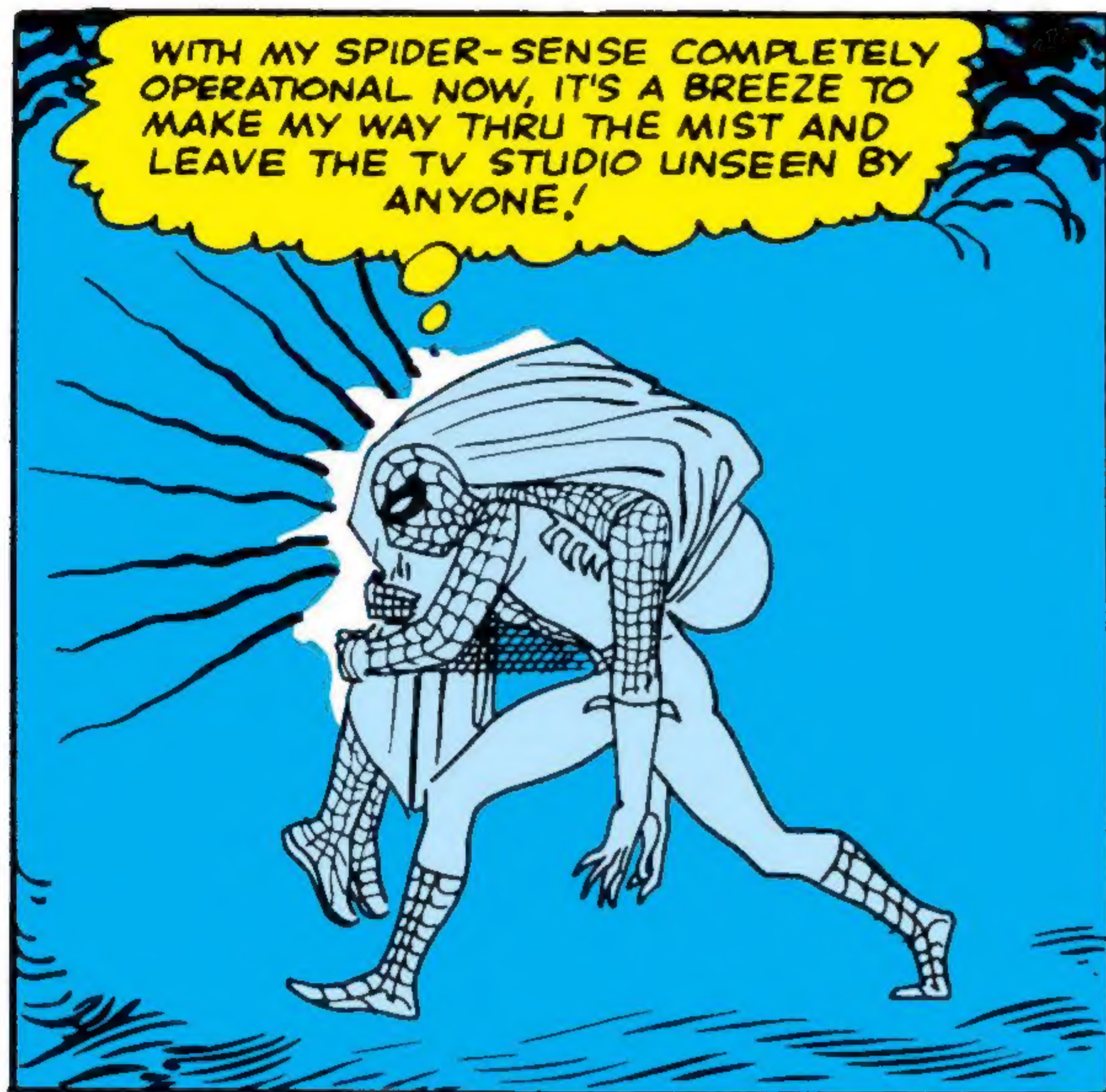
GET THAT GUY OUT OF HERE! HE'S IN THE WRONG MOVIE!

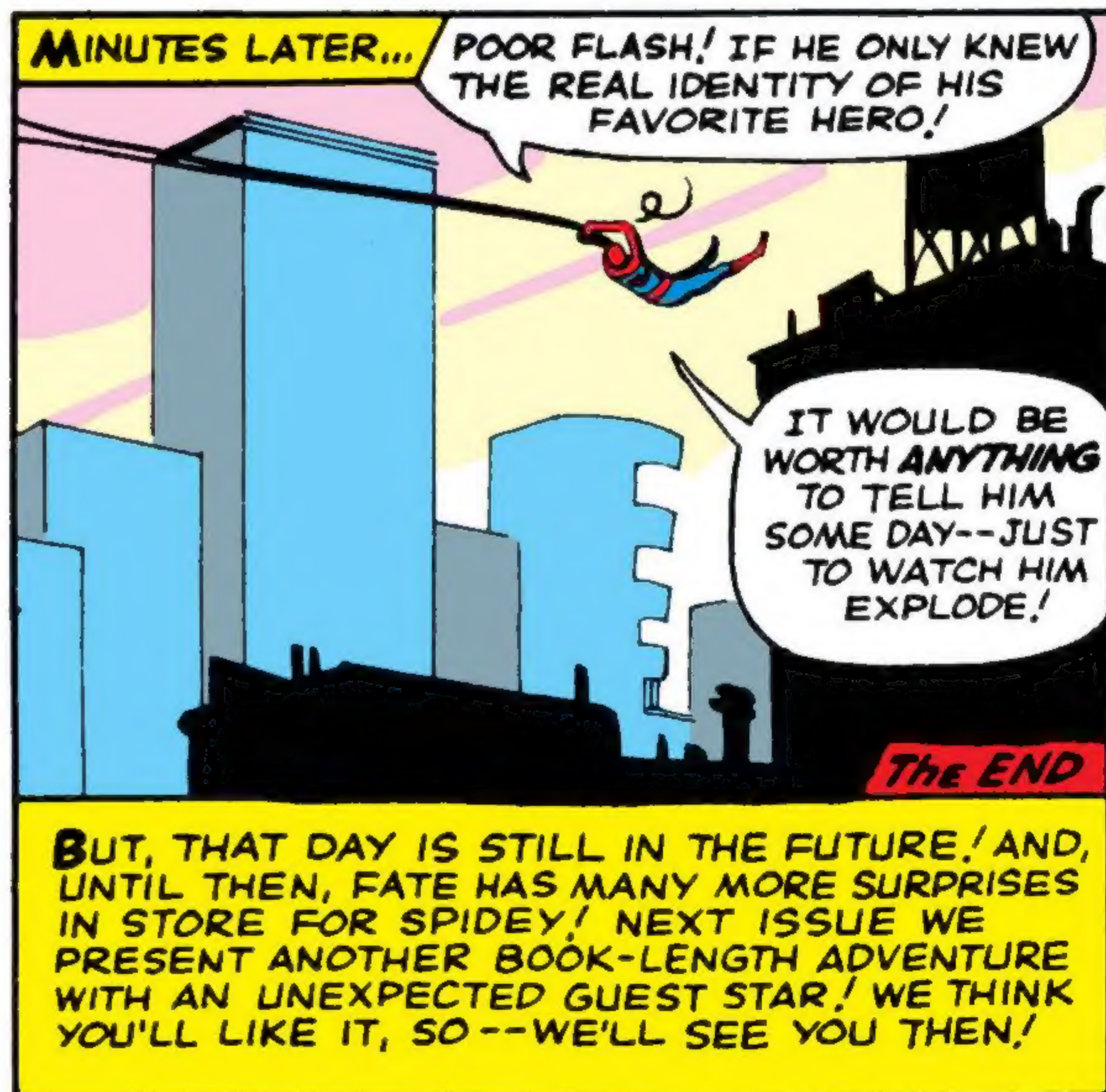
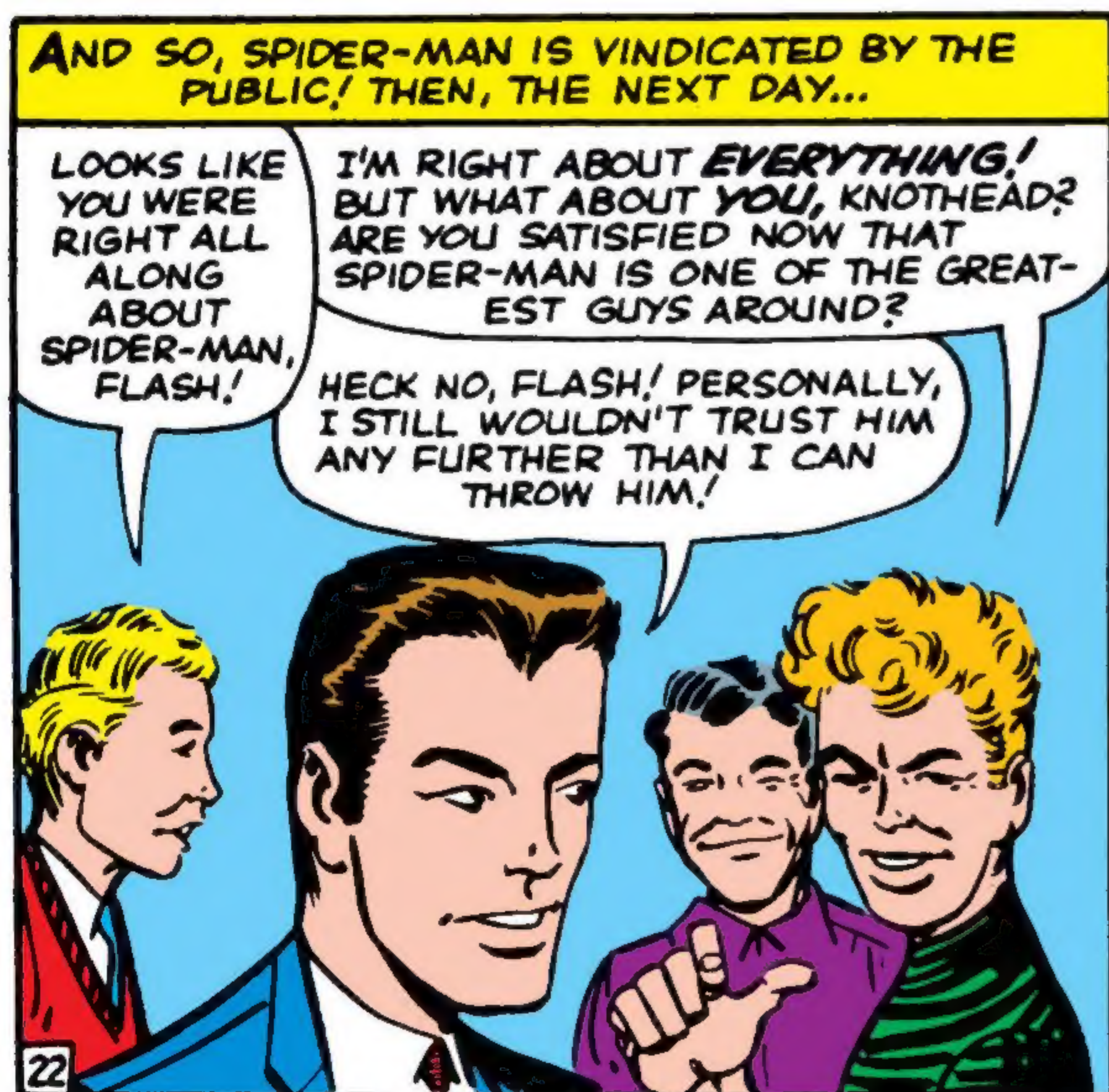


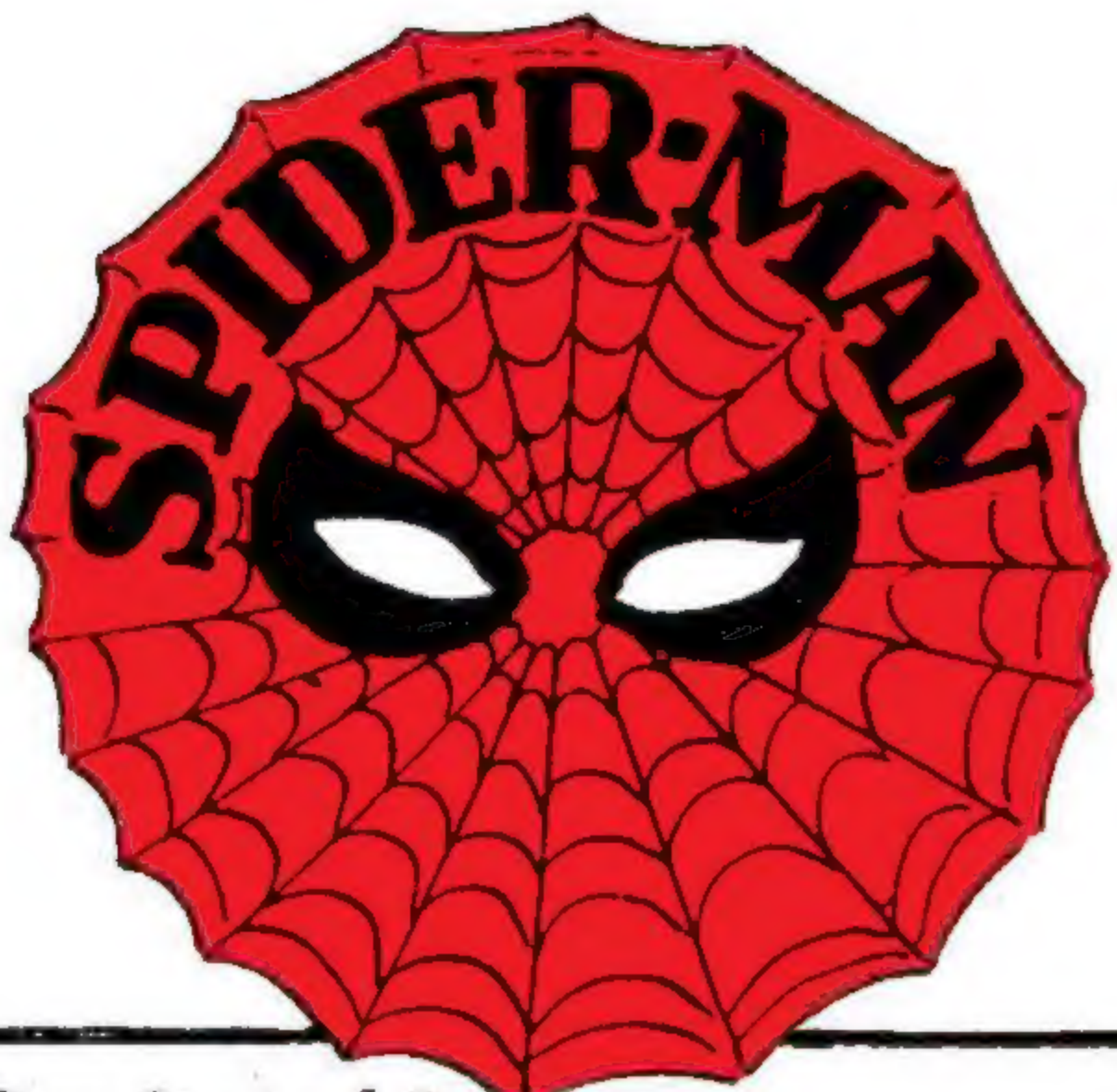












SPIDER'S WEB

Dear Stan and Steve,

Your latest creation AMAZING SPIDER-MAN has aroused my interest in comics for the first time in years. I'm forced to agree with your own somewhat conceited opinion that he's the best in comics today. I have one other observation to make. I don't believe you are getting a correct tabulation of the popularity of your stars. As you are relying entirely on fan mail to supply these facts, this could prove misleading.

Charles E. Smith
231 E. 56th
Long Beach, Calif.

Well, there ARE more scientific methods! We could always toss a coin!

Dear Stan and Steve,

I've read F.F. and didn't write to you. I've read THOR and didn't write. I've read X-MEN which was tremendous and yet I still didn't write. But SPIDER-MAN has really got me. I've never read a better comic book. I don't think you should team him up with anyone. Spider-Man is the greatest thing ever to spin a web. I think that he should go into combat with the following: X-Men, Hulk, Iron Man, and Thor. Why don't you make Spidey fight the Blob.

Steve Alexander
Box 379, So. Anderson Dr.
Tullahoma, Tenn.

Give him time, Steve! He'll tackle everyone from the Blob to Uncle Wiggily!

Dear Stan and Steve,

While I was attending college, I occasionally bought a comic book to relieve the tensions of academic pressures. I found most of these to be repetitive and gradually tedious. Only the comics in the Marvel Group were continuously stimulating and exciting. My first experience with a Marvel comic was seeing the F.F. billed as the "World's Greatest Comic!" This was a challenge that I could not resist. However, I was amazed to find that bold statement not only true but an understatement. To date the F.F. is only rivaled by its cousin publication, the Amazing Spider-Man. I have followed the exploits of Peter Parker since issue #1. I feel that his romance with Betty Brant is an excellent touch to an already fine magazine. Don't break them up. And don't give Peter an impenetrable barrier between him and Betty such as Thor has. I do think that Peter should be a little older by now, and that you might promote him to college. One more question on Spider-Man—if his blood contains whatever it was that gave him his powers and he transfused some of his blood to Aunt May, will Aunt May have some traces of spider powers in the future? Please don't make Aunt May into a Spider-Woman. Somehow I just can't picture her in a purple and red costume swinging from a spider web. Please put out a Spider-Man Annual. I am sure they will sell like insect repellent in the summer time. But don't have Peter's classmates knocking him because he is brainy. Today the egghead gets more respect than the muscle-head. In my former high school Pete would probably have been a BMOC.

Rosalind Rogoff
26 Elizabeth Road
New Rochelle, N. Y.

Y'know, Rosey, that gives us an idea! It's something to think about! Let's see now—Aunt May in costume as Spider-Woman—Hmmm...

Dear Stan and Steve,

You're all a bunch of jerks. I haven't been reading your mags long but long enough to see how you operate. You start off by putting out good mags and when you've got everybody really interested, you let go with the flubs. Example: you start with SPIDER-MAN #7—a great, great story, then comes #8—a good story with good features, and then #9—the flub! Fair story, poor art (Ditko should send for that course), and finally, you leave us hanging in the air. I've noticed this in many of your mags such as Journey into Mystery #100. It was a good story with a dumpsville ending. You're getting so conceited that "great," "amazing," etc. appears on every page. Only one good thing I can say for you and that is your villains are super as well as your costumes. But if you bums don't get busy, I'm going back to your competitors!

John Yandell
2135 E. 14th St.
Tulsa, Okla.

Going BACK? You sound like you've never LEFT 'em, Johnny boy!

Dear Stan and Steve,

I'm somewhat of a newcomer to SPIDER-MAN but I think he's great! And I mean wonderful! Issue #9 was rather sad with Peter's Aunt May being sick and all but, still, the story was very good. I enjoyed the plot. Don't let Aunt May die, please! It would ruin everything!

Marcelaine Winger
31 West
Park City, Ky.

We're sure she'd agree with you, Marcy.

Dear Stan and Steve,

How about another battle between Spidey and the Human Torch? In my opinion the Torch can wipe up the floor with Spider-Man! Remember the F.F. Annual? Spidey would have been splattered all over New York if he hadn't run away!

Charles J. Goering, Jr.
43-07 42nd St.
Sunnyside 4, N. Y.

Gosh, Charley, if you prefer a roughneck like the Torch to a nice, gentle lad like Spidey, that's YOUR business!



Dear Stan and Steve,

I think Spider-Man is a great comic. A friend of mine got me started on reading it and I've read every issue since. I enjoyed all of them except #3. (Spider-Man vs. Dr. Octopus) Everyone said how good #3 was, but I think it was crummy. The one thing wrong with your comic is Ditko's art. He draws Spider-Man and the super villains fine, but the way he draws people makes them look like they have some rare disease!

Steve Gillespie
2037 Howard St.
Omaha 2, Nebr.

They have! It's called "Ditko-itis."

CONTINUED...

Dear Stan and Steve,

Was just sitting here in the barracks doing nothing and spotted a copy of SPIDER-MAN on a buddy's rack. Curiosity and a lack of entertainment compelled me to open your magazine and read it. Instead of the usual superhero who is never wrong and is indestructible, I was glad to see a down-to-earth human. (Spider?) Passed it along in the squad, and everybody enjoys it. There is still a long line waiting to read it. Looking forward to the next ish.

1/Cpl. Charles M. Wisniewski
#15 USMC, H&S. 1-3, S-2
c/o FPO, San Francisco, Cal.

Your letter made us happy, C.W. Almost as happy as if each squad member bought his OWN copy!



Dear Stan and Steve,

I never thought a comic was worth 12¢ until I read SPIDER-MAN. I'm speechless after each one. I think your comics are as good as you say; as a matter of fact, I think you're modest! Would you please publish your mags twice a month because I spend all my time waiting, biting my nails, hoping I won't miss the next Spider-Man mag. I'd also like to say that X-MEN and the AVENGERS are the greatest!

Jody Morine
28 Columbus Ave.
Brentwood, N. Y.

The greatest WHAT??

Dear Stan and Steve,

Phooey to you! I mean you have a great mag. That's the trouble. You have no hearts. Think of all the other mags—how do you think the poor people that work for them make a living! No kidding though, I have been a fan right from the start of the Marvel Age. Your mags are MARVELous!

Hal Cox
1945 Amis Ave.
Las Cruces, N. Mex.

Thanks, Hal! But we saw one of our competitors driving a Cadillac the other day! SOMEONE must be reading their mags!

Dear Stan and Steve,

How do you guys do it? Every ish gets better and better! Yes, even in the art work. Steve, I'm sorry about what I said before about how bad—not bad, just weird—your art work is. I realize now that you and only you can draw Spider-Man the way he should be drawn. Now back to the subject. In issue #7 I liked the way the Vulture made a comeback and the way Spider-Man finally knocked him off. Just as I was recovering from the action in #7 you hit me with #8. I like the way you set up the fight between Peter Parker and Flash. Even better was the way you had Peter shut Flash up. Your Spider-Man vs. Torch adventures are great. But even these great issues were overshadowed by #9. As the story went on I really felt that I was in the story, living it with Peter Parker instead of just being on the outside looking in—that's what makes Spider-Man so wonderful—his reality. Keep up the good work.

David Catena
2601 Cambria Ave.
Windber, Pa.

Thanks for putting our minds at ease, Dave. We WONDERED who that extra fella was in some of the backgrounds of our last ish!

SPECIAL ANNOUNCEMENTS SECTION:

- Have you ever stopped to think how complicated the simplest little things can be? For instance—We decided to keep the letters pages in SPIDER-MAN because most of you wanted them. We've even added letters pages to X-MEN, the AVENGERS, and ol' SGT. FURY. BUT, when it comes time to write the special announcements section we go nuts trying to remember what we wrote in the OTHER mags so that we won't repeat ourselves in each column! We don't want to tell you all about the next ish of STRANGE TALES, for example, if we've already told you all about it in the F.F. letters page. So that means we have to start keeping lists and records of these things! And life used to be so simple!
- We listen to your beefs whenever we read the fan mail (like all the time)—so we hope you'll forgive us if we let OUR hair down once in a while like this. In fact, some day we may write a book about all the problems involved in turning out a comic magazine which the readers don't even suspect. The only thing is, the problems keep us so busy we'll never get the time to write the book!
- Well, now that everybody's thoroughly confused, here's our first announcement! You've probably noticed that we changed the title of JOURNEY INTO MYSTERY to THOR. And, to celebrate the change, we have a rather off-beat tale in THOR #104 (it rhymes, doesn't it?) entitled "Giants Walk The Earth!" Whether you like the story or not, you've got to admit the TITLE'S a doozy! It's on sale now, so don't make us feel we were wasting our time, huh?
- TALES TO ASTONISH #56, also on sale now, has an extra-long 18-page Giant-Man thriller in which the man of many sizes, together with the wonderful Wasp, battle a new super-foe called The Magician! The name's not too original, but the action's a mile a minute, and the Wasp is lovelier than ever! (That's for all you insect-lovers!)
- The latest STRANGE TALES features our great two-for-one line-up! The Human Torch battling The Plantman, who returns for more fun and games, plus Dr. Strange in a yarn entitled "Witchcraft in the Wax Museum!" (Let's see someone find fault with THAT comb!)!
- As for TALES OF SUSPENSE, we've changed that title also—we'll refer to it as IRON MAN from now on, in honor of its powerful star, ol' bullet-head himself. And, believe it or not, we've redesigned his helmet AGAIN—just to keep you all on your toes! In answer to countless requests (about a half-dozen) the mysterious Mandarin is back to battle handsome Tony Stark, so do yourself a favor and don't miss it!



- FANTASTIC FOUR #27 is so terrific we almost hate to tell you about it! All we have to say is that it features America's favorite hero-villain, the sensational Sub-Mariner, and also guest-stars Dr. Strange! Then, just for kicks, level-headed Reed Richards really blows his top in this one! If you don't run right out and buy it, Jack Kirby'll probably never talk to you again!
- But here's what you've been waiting for—(we hope!) The scoop about our next SPIDER-MAN! We're just starting to write and draw it now, so we can't guarantee it's great—BUT—the villain is called The Green Goblin—The evil Enforcers are back (remember them from ish #10?) and we even threw in that jolly ol' green giant, The Hulk, for good measure! The way it looks to us, even if it's bad it'll be good!! So look for SPIDER-MAN #14—it won't be hard to find—it'll be the one everybody's fighting for!
- And now, we've got to say "so long" till next ish! We're late for our meeting of the J. Jonah Jameson fan-club!